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- and -

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-1  
EMPLOYEE MATTERS (LABOR UNIONS)  
4,993.7 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Employee Matters (Labor Unions)

Bill Date: 03/31/06  
Bill Number: 1108452

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	02/02/06	0.40	CONTINUE TO REVIEW UNION FA REIMBURSEMENT MOTION INCLUDING DRAFT REVISED ORDER (0.3); REVIEW EMAIL FROM M. BROUDE RE: COMMITTEE SETTLEMENT LANGUAGE (0.1).
BUTLER, JR. J	02/05/06	0.90	REVIEW TRI-PARTE FRAMEWORK OUTLINE (0.4); BEGIN TO REVIEW REVISED SECTION 1113/1114 DRAFT PLEADINGS (0.5).
BUTLER, JR. J	02/06/06	1.10	TELECONFERENCE WITH B. SAX RE: TIMING OF ENTRY OF SCHEDULING ORDER AND STRATEGIC MATTERS (0.4); CONTINUE TO REVIEW DRAFT SECTION 1113/1114 PLEADINGS (0.7).
BUTLER, JR. J	02/07/06	2.00	PREPARE FOR AND PARTICIPATE IN STRATEGY TELECONFERENCE WITH K. BUTLER, B. SAX AND OTHERS RE: STRATEGIC SECTION 1113/1114 MATTERS (1.3); REVIEW AND FINALIZE FIRST AMENDED SCHEDULING ORDER (0.4); EMAILS FROM/TO AND TELECONFERENCE WITH B. SAX RE: SAME (0.2); EMAILS FROM/TO J. MILLERMAN RE: SAME (0.1).
BUTLER, JR. J	02/08/06	0.60	FOLLOW-UP ON FIRST AMENDED SCHEDULING ORDER INCLUDING EMAILS FROM/TO B. ROSENBERG AND UNION COUNSEL (0.6).
BUTLER, JR. J	02/09/06	0.40	TELECONFERENCE WITH J. MILSTEIN RE: ORDER APPROVING UNION REIMBURSEMENT FOR FINANCIAL ADVISORS (0.2); EMAILS TO/FROM D. SHERBIN ET AL RE: SAME (0.2).
BUTLER, JR. J	02/10/06	0.90	BEGIN TO REVIEW NEW DRAFT OF SECTION 1113/1114 PLEADINGS (0.9).
BUTLER, JR. J	02/13/06	0.60	CONTINUE TO REVIEW DRAFT SECTION 1113/1114 PLEADINGS (0.6).
BUTLER, JR. J	02/15/06	1.30	REVIEW AND COMMENT ON DRAFT OF SECOND AMENDED SCHEDULING ORDER AND STRATEGIC MATTERS (0.2); CONTINUE TO REVIEW DRAFT SECTION 1113/1114 PLEADINGS (1.1).
BUTLER, JR. J	02/16/06	0.30	REVIEW AND FINALIZE SECOND AMENDED SCHEDULING ORDER (0.3).
BUTLER, JR. J	02/17/06	0.60	PREPARE FOR (0.2) AND PARTICIPATE IN (0.4) MEETINGS AT COMPANY WITH K. BUTLER, B. SAX AND OTHERS RE: NEXT STEPS IN SECTION 1113 AND 1114 PROCESS.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	02/19/06	1.20	PREPARE FOR FEBRUARY 20TH STRATEGIC PLANNING SESSION AT COMPANY IN TROY WITH K. BUTLER, B. SAX ETC. RE: SECTION 1113/1114 MATTERS INCLUDING REVIEW OF MEMOS AND DRAFT PLEADINGS (1.2).
BUTLER, JR. J	02/20/06	1.60	PREPARE FOR (0.4) AND ATTEND (0.8) STRATEGIC PLANNING SESSION AT COMPANY IN TROY WITH K. BUTLER, B. SAX ETC. RE: SECTION 1113/1114 MATTERS; CONTINUE TO REVIEW DRAFT SECTION 1113/1114 PLEADINGS (0.4).
BUTLER, JR. J	02/22/06	1.50	CONTINUE TO WORK ON UNION MATTERS INCLUDING TELECONFERENCE WITH K. BUTLER (0.7); FOLLOW-UP ON SECTION 1113/1114 ISSUES AND NEXT STEPS (0.8).
BUTLER, JR. J	02/24/06	1.80	FOLLOW-UP ON CREDITORS' COMMITTEE PROFESSIONALS ACCESS TO SECTIONS 1113/1114 VIRTUAL DATA ROOM (0.3); BEGIN TO REVIEW NEXT ROUND OF SECTION 1113/1114 PLEADINGS (1.1); EMAILS FROM/TO T. JERMAN, B. SAX AND J. SHEEHAN RE HEALTHCARE TREND RATES (0.4).
BUTLER, JR. J	02/25/06	1.70	CONTINUE TO REVIEW REVISED SECTION 1113/1114 PLEADINGS (1.7).
BUTLER, JR. J	02/27/06	2.90	CONTINUE TO REVIEW REVISED SECTION 1113/1114 PLEADINGS (1.8); PREPARE FOR (0.2) AND ATTEND (0.9) STRATEGY MEETINGS WITH SENIOR MANAGEMENT AT COMPANY RE LABOR STRATEGY AND NEXT STEPS.
BUTLER, JR. J	02/28/06	0.60	CONTINUE TO EVALUATE AND FOLLOW-UP ON LABOR STRATEGY (0.4); REVIEW SECTIONS 1113/1114 SDNY SURVEY AND RELATED MATTERS (0.2).
		<b>20.40</b>	
FURFARO JP	02/02/06	1.80	REVISIONS TO DRAFT OF ADVISORS MOTION (0.2); REVISIONS TO DRAFT OF CBA MOTION (1.6).
FURFARO JP	02/03/06	2.50	CASE ADMINISTRATION WITH PARTNERS (0.5); REVIEW OF CBA DECLARATIONS/REVISIONS (1.7); FINALIZE ADVISER MOTION/ORDER (0.3).
FURFARO JP	02/05/06	2.80	CONFERENCE WITH T. JERMAN AND WORKING GROUP TO DISCUSS CBA ISSUES (2.8).
FURFARO JP	02/06/06	6.50	REVIEW OF DUE DILIGENCE REQUESTS/OPEN ITEMS (1.1); REVIEW REVISIONS TO PROFFER RE: ADVISORS MOTION (1.3); ATTEND LABOR MEETING WITH T. JERMAN, B. SAX (1.0); ANALYZE ISSUES WITH EXPERTS (3.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FURFARO JP	02/07/06	2.60	REVIEW OF INTERNAL COMMENTS TO DRAFT COURT PAPERS (1.3); REVIEW OF DRAFT LOSS CONTRACT COURT PAPERS (1.1); REVIEW OF ADVISORS MOTION ORDER/UPDATE (0.2).
FURFARO JP	02/08/06	2.20	REVIEW/REVISE EXHIBITS (1.2); REVIEW OF EXPERT MATERIAL (0.7); UPDATE TO ORDER/ADVISORS MOTION (0.3).
FURFARO JP	02/09/06	1.10	REVIEW OF ADVISORS MOTION ORDER AND FOLLOW UP ITEMS (0.4); REVIEW MATERIALS FOR EXHIBITS (0.7).
FURFARO JP	02/10/06	2.80	REVISIONS TO DRAFT OF CBA MOTION/DECLARATIONS (1.9); CONFERENCE WITH PARTNERS RE: CASE ADMINISTRATION (0.9).
FURFARO JP	02/13/06	4.00	REVIEW OF COMMENTS/REVISIONS TO DRAFT MOTION TO ACCOUNT FOR GM MATTERS (1.0); REVIEW OF ATTORNEY REVISIONS/COMMENTS TO DRAFT BRIEF (1.8); REVIEW OF REVISED DECLARATIONS (1.2).
FURFARO JP	02/14/06	2.90	CONFERENCE WITH T. JERMAN, B. SAX AND WORKING GROUP RE: 1113 MOTION/DECLARATIONS/PROCESS (1.0); REVIEW OF REVISED COURT PAPERS (1.9).
FURFARO JP	02/15/06	8.50	REVIEW OF REVISED DRAFTS OF BRIEF IN SUPPORT OF CBA MOTION (3.2); REVIEW OF REVISED DECLARATIONS (2.6); REVIEW OF EXPERT REPORTS (1.1); ANALYZE SERVICE ISSUES (1.0); CONFERENCE WITH B. SAX, T. JERMAN AND WORKING GROUP (0.6).
FURFARO JP	02/16/06	6.00	REVIEW OF DRAFT REVISED MEMORANDUM OF LAW/COMMENTS (2.9); REVIEW OF REVISED DECLARATIONS (1.4); ANALYZE PROCESS/SERVICE ISSUES (0.6); TELECONFERENCE WITH T. JERMAN, R. JANGER (0.2); REVIEW OF REVISED EXPERT REPORTS (0.9).
FURFARO JP	02/20/06	3.40	PREP. FOR LABOR CONFERENCE WITH CLIENT (0.7); PARTICIPATE IN LABOR TELECONFERENCE WITH B. SAX, K. BUTLER AND WORKING GROUP (2.1); REVIEW OF GM MOTION/MATERIALS FOR RESPONSE (0.6).
FURFARO JP	02/21/06	1.80	REVIEW OF DRAFT COURT PAPERS FOR DISCUSSION WITH OMM (1.8).
FURFARO JP	02/22/06	1.70	CONFERENCE WITH T. JERMAN AND WORKING GROUP RE: 1113 MATTERS (0.3); REVIEW OF PRECEDENTS FOR FILING (1.2); REVIEW OF RESPONSE TO IRS FROM LABOR PERSPECTIVE (0.2).
FURFARO JP	02/24/06	0.20	REVIEW OF EMAILS RE: PENSION ISSUES (0.2).

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FURFARO JP	02/25/06	2.50	REVIEW OF DRAFT COURT PAPERS/REPORTS/DECLARATIONS (2.5).
FURFARO JP	02/27/06	2.70	CONFERENCE WITH B. SIEGEL, T. JERMAN, D. KIDD AND WORKING GROUP RE: LABOR/BENEFITS ISSUES (1.3); REVISIONS TO DRAFT COURT PAPERS (1.4).
FURFARO JP	02/28/06	1.40	REVIEW OF MATERIALS RE: FINANCIAL DATA FOR MOTION (1.1); REVIEW OF COMPARATIVE ANALYSIS RE: COURT FILINGS (0.3).
		<b>57.40</b>	
MARAFIOTI KA	02/06/06	2.00	CORRESPONDENCE RE: SECTION 1113 BRIEF (0.4); WORK ON SAME (1.6).
MARAFIOTI KA	02/11/06	0.50	BEGIN REVIEW OF SECTION 1113 PLEADINGS (0.5).
MARAFIOTI KA	02/13/06	0.10	CORRESPONDENCE RE: SECTION 1113 (0.1).
MARAFIOTI KA	02/14/06	1.70	DEVELOP STRATEGY RE: FILING OF SECTION 1113 MOTION AND TELECONFERENCE WITH O'MELVENY AND B. SAX RE: SAME (1.0); REVIEW DRAFT BRIEF (0.7).
MARAFIOTI KA	02/15/06	0.40	TELECONFERENCE WITH T. JERMAN TO DEVELOP STRATEGY RE: SECTION 1113 FILING (0.4).
MARAFIOTI KA	02/20/06	0.50	CORRESPONDENCE RE: SECTION 1113 MATTERS AND FINANCIAL DATA IN CONNECTION WITH MOTION (0.5).
MARAFIOTI KA	02/21/06	0.90	DEVELOP STRATEGY RE: SECTION 1113 ISSUES (0.9).
MARAFIOTI KA	02/22/06	1.10	TELECONFERENCE WITH T. JERMAN AND L. HASKEL RE: SECTION 1113 PLEADINGS (0.7) AND FOLLOW UP RE: SAME (0.4).
MARAFIOTI KA	02/25/06	3.80	BEGIN REVIEW OF SECTION 1113 (3.8).
MARAFIOTI KA	02/27/06	0.60	DEVELOP STRATEGY RE: LABOR MATTERS (0.6).
		<b>11.60</b>	
SPRINGER DE	02/15/06	3.10	REVIEW 1113 MOTION AND SUPPORTING DECLARATIONS (3.1).
		<b>3.10</b>	
<b>Total Partner</b>		<b>92.50</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	02/02/06	0.20	REVIEW CORRESPONDENCE FROM LATHAM RE: FEE TERMINATION PARAGRAPH FOR ORDER (0.1); FOLLOW UP RE: SAME (0.1).
MATZ TJ	02/03/06	0.30	FOLLOW UP WORK RE: STATUS OF 1113/1114 PLEADINGS AND MEMORANDUM OF LAW MATTERS (0.3).
MATZ TJ	02/05/06	4.10	REVIEW AND REVISE MEMORANDUM OF LAW IN SUPPORT OF 1113/1114 MOTION (3.1); FOLLOW UP WORK RE: SAME (1.0).
MATZ TJ	02/06/06	8.10	WORKING ON FINALIZING PROFFER RE: UNION ADVISORS FEES MOTION AND ORDER FOR FEB. 9 HEARING (0.6); CONTINUING REVIEW AND REVISE MEMORANDUM OF LAW IN SUPPORT OF 1113/1114 MOTION AND TABLE IN RESPECT THEREOF (7.5).
MATZ TJ	02/07/06	4.10	CONTINUING REVIEW AND REVISE 1113/1114 MEMORANDUM OF LAW MOTION (2.3); VARIOUS TELECONFERENCES WITH O'MELVENY RE: BRIEF, COMMENTS AND TABLES FOR SAME (0.7); FINALIZING FIRST AMENDED 1113/1114 SCHEDULING ORDER (0.4); TELECONFERENCES WITH S. CORCORAN RE: SAME (0.1); TELECONFERENCES WITH B. SAX RE: SAME (0.4); TELECONFERENCE WITH B. CECOTTI RE: UNION ADVISOR FEE ORDER (0.2).
MATZ TJ	02/08/06	5.20	CONTINUING REVIEW AND REVISE OF 1113/1114 MOTION AND MEMORANDUM OF LAW (2.5); REVIEW AND COMMENT ON TABLES FOR MEMORANDUM OF LAW (0.4); TELECONFERENCE RE: SAME (0.8); FOLLOW UP WORK RE: SAME (0.3); DISCUSSION WITH FTI RE: SAME (0.3); CORRESPONDENCE WITH LATHAM, PETERSON AND CHAMBERS RE: REVISED SCHEDULING ORDER (0.3); TELECONFERENCE WITH B. CECOTTI RE: SAME (0.1); REVIEW, REVISE AND DISTRIBUTE REVISED FIRST AMENDED 1113/1114 SCHEDULING ORDER (0.5).
MATZ TJ	02/09/06	2.30	FOLLOW UP DISCUSSION WITH B. CECOTTI RE: AMENDMENT TO UNIONS ADVISORS FEES ORDER (0.2); FOLLOW UP RE: ARAMARK ORDER (0.2); FINAL REVIEW AND SUBMISSION OF UNION ADVISORS' FEE ORDER TO CHAMBERS (0.4); CORRESPONDENCE WITH LATHAM RE: AMENDMENTS TO 1113/1114 SCHEDULING ORDER (0.1); FOLLOW UP WORK RE: SAME (0.2); REVISIONS TO 1113/1114 SCHEDULING ORDER AND FINAL REVIEW FOR SUBMISSION TO CHAMBERS (0.4); CORRESPONDENCE AND CALL WITH O'MELVENY RE: 1113/1114 REJECTION BRIEF AND REVISIONS THERETO (0.8).

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MATZ TJ	02/10/06	5.70	CORRESPONDENCE WITH O'MELVENY RE: 1113/1114 BRIEF (0.2); FOLLOW UP CALL RE: SAME (0.2); REVIEW AND COMMENT ON PROPOSED 1113/1114 MEMORANDUM OF LAW (4.5); REVIEW AND COMMENT ON PROPOSED 1113/1114 REJECTION MOTION (0.8).
MATZ TJ	02/14/06	7.00	UPDATE RE: STATUS OF 1113/1114 PLEADINGS (0.5); TELECONFERENCE WITH B. SAX, T. JERMAN, R. JANGER AND OTHERS RE: 1113/1114 MOTION, FILING AND SERVICE MATTERS (0.9); FOLLOW UP WORK RE: SAME (0.3); FOLLOW UP WORK RE: 1113/1114 SCHEDULING ORDER (0.4); REVIEW AND COMMENT ON REVISED DRAFT OF 1113/1114 MEMORANDUM OF LAW (4.9).
MATZ TJ	02/15/06	7.20	WORK ON UNION SERVICE MATTER (0.3); TELECONFERENCE WITH B. SAX RE: SAME (0.3); REVIEW AND COMMENT ON 1113/1114 REJECTION MOTION (0.6); TELECONFERENCE WITH B. SAX, T. JERMAN RE: FILLING MATTERS (0.3); FOLLOW UP WORK RE: SAME AND VARIOUS DECLARATIONS AND REPORTS RE: 1113/1114 MOTION (0.9); TELECONFERENCE WITH CHAMBERS RE: 1113/1114 SCHEDULING (0.4); FOLLOW UP RE: SAME (0.4); REVIEW AND COMMENT ON REVISED DRAFT MEMORANDUM OF LAW RE: 1113/1114 MOTION (4.0).
MATZ TJ	02/16/06	6.80	CONTINUING REVIEW AND COMMENTING ON MOTION AND MEMORANDUM OF LAW RE: 1113/1114 REJECTION MOTION (3.5); WORK ON 1113/114 MOTION SCHEDULING MATTERS (0.6); FINALIZING AND FORWARDING TH CHAMBERS THE SECOND AMENDED 1113/1114 SCHEDULING ORDER (0.3); TELECONFERENCE WITH CHAMBERS RE: SAME (0.3); TELECONFERENCE WITH B. SAX RE: REVISED 1113/1114 SCHEDULE (0.4); TELECONFERENCE WITH KCC RE: SAME (0.4); WORK ON EXHIBITS AND DECLARATIONS RE: MEMORANDUM OF LAW (0.7); FOLLOW UP WITH B. SAX RE: SAME (0.3); FOLLOW UP CORRESPONDENCE WITH O'MELVENY AND GROOM RE: WATSON WYATT DECLARATION (0.3).
MATZ TJ	02/17/06	2.30	FOLLOW UP WORK RE: 1113/1114 NOTICE AND EXHIBIT MATTERS (0.4); CONTINUING REVIEW OF DECLARATIONS RE: 1113/1114 MOTION (1.4); TELECONFERENCE WITH CHAMBERS RE: SECOND AMENDED 1113/1114 SCHEDULING ORDER (0.2); REVIEW DOCKET ORDER (0.1); CORRESPONDENCE WITH COMPANY RE: SAME (0.2).
MATZ TJ	02/20/06	2.60	CONTINUING WORK ON 1113/1114 PLEADINGS, DECLARATIONS (2.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	02/21/06	1.50	WORK ON STATUS OF 1113/1114 DECLARATIONS AND REPORTS (0.7); CORRESPONDENCE RE: SAME AND POSSIBLE CONFERENCE CALL (0.3); FOLLOW UP WORK RE: 1113/1114 PLEADINGS, LISTING AND STATUS (0.5).
MATZ TJ	02/22/06	4.20	TELECONFERENCE WITH O'MELVENY AND GROOOM RE: 1113/1114 MATTERS AND PLEADINGS (0.6); FOLLOW UP WORK RE: SAME (0.2); CONTINUING WORK ON 1113/1114 PLEADINGS AND EXHIBITS (0.7); FOLLOW UP WITH O'MELVENY RE: DECLARATIONS (0.2); REVIEW AUTHORITIES FOR 1113/1114 MEMORANDUM AND MATERIALS RE: SAME (2.5).
MATZ TJ	02/23/06	2.10	REVIEW AND COMMENT ON VARIOUS DECLARATIONS RE: 1113/1114 MOTION (1.5); RESEARCH AND REVIEW RE: 1113 PRECEDENTS AND PENDING MOTIONS (0.6).
MATZ TJ	02/24/06	2.30	CORRESPONDENCE RE: VARIOUS 1113/1114 REVISED PLEADINGS (0.6); REVIEW AND COMMENT ON 1113/1114 PLEADINGS (1.3); FOLLOW UP WORK ON EXHIBITS AND NOTICE MATTERS RE: SAME (0.4).
MATZ TJ	02/26/06	5.00	CONTINUING REVIEW OF MOTION, REVISED MEMORANDUM OF FACT AND LAW, AND DRAFT ORDER RE: 1113/1114 PLEADINGS (5.0).
MATZ TJ	02/27/06	2.30	TELECONFERENCE WITH R. JANGER RE: 1113 PLEADINGS AND LAZARD WORK (0.3); FOLLOW UP WORK RE: LAZARD AND CHANIN WORK AND REIMBURSEMENT (0.5); CONTINUING REVIEW OF 1113 DECLARATION (1.5).
MATZ TJ	02/28/06	1.60	FOLLOW UP AND REVIEW COMPARATIVE CASES OF INFORMATION SURVEY AND 1113/1114 PRECEDENT (0.7); CONTINUING WORK ON 1113/1114 PLEADINGS, UPDATE AND SURVEY OF PRECEDENT (0.9).
		<b>74.90</b>	
SHIVAKUMAR D	02/13/06	3.20	ANALYZE DRAFTS OF POTENTIAL SECTION 1113/1114 MOTION AND RELATED DECLARATIONS AND PROVIDE COMMENTS TO LABOR WORKING GROUP IN LIGHT OF FINANCIAL DATA AND ARGUMENTS SUPPORTING POTENTIAL EXECUTORY CONTRACT REJECTION MOTION (3.2).
SHIVAKUMAR D	02/14/06	2.80	ANALYSIS OF DRAFT PAPERS AND DECLARATIONS IN SUPPORT OF POTENTIAL SECTION 1113/1114 MOTION AND COMMUNICATION OF COMMENTS TO LABOR WORKING GROUP (2.8).



**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SHIVAKUMAR D	02/16/06	1.20	REVIEW DRAFT OF POTENTIAL SECTION 1113 MOTION AND PROVIDE ADDITIONAL COMMENTS TO LABOR COUNSEL WORKING GROUP (1.2).
		<b>7.20</b>	
<b>Total Counsel</b>		<b>82.10</b>	
FERN BM	02/13/06	5.80	REVIEWED MEMO IN SUPPORT OF 1113 MOTION (1.9); REVISED SECTION OF MEMO RE: FAIR AND EQUITABLE TREATMENT (2.1); ADDITIONAL REVISIONS RE: SAME (1.8).
FERN BM	02/14/06	6.40	ADDITIONAL REVISIONS TO FAIR AND EQUITABLE SECTION TO 1113 MEMO (1.6); FINAL REVISIONS TO DRAFT OF 1113 MEMO RE: SAME (4.2); REVIEWED MOST RECENT DRAFT OF 1113 MEMO (0.6).
FERN BM	02/15/06	0.50	REVIEWED UPDATED RIDER RE: FAIR AND EQUITABLE (0.5).
FERN BM	02/16/06	1.80	DRAFTED RIDER TO 1113 MEMO RE: SACRIFICE OF OTHER CREDITORS (1.3); REVIEWED PORTIONS OF 1113 MEMO RE: FAIR AND EQUITABLE (0.5).
FERN BM	02/21/06	0.90	RESEARCH RE: CLAIMS UNDER A NON-REJECTED CBA (0.9).
		<b>15.40</b>	
HERRIOTT AV	02/13/06	0.40	RESEARCH RESPONSE TO QUESTION RE: PROPERTY ISSUE FOR 1113/1114 BRIEF (0.4).
HERRIOTT AV	02/15/06	0.70	RESEARCH AVAILABILITY OF DOCUMENTS FOR PRODUCING IN CONNECTION WITH 1113/1114 FILING (0.7).
		<b>1.10</b>	
KOHUT RD	02/01/06	1.50	REVIEW OF ONLINE DATA ROOM FOR NEWLY ADDED LABOR MATERIALS (1.5).
KOHUT RD	02/14/06	1.30	TELECONFERENCE WITH CLIENT AND O'MELVENY TO DISCUSS 1113 MOTION FILING COORDINATION (1.3).
KOHUT RD	02/15/06	5.70	ONLINE DATA ROOM MATERIALS REVIEW AND SUMMARIZATION (5.7).
KOHUT RD	02/16/06	6.00	ONLINE DATA ROOM MATERIALS REVIEW AND SUMMARIZATION (4) SECTION 1113 FILING PREPARATION (6.0).
		<b>14.50</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	02/05/06	0.20	ATTENTION TO 1113 MATTERS (0.2).
MEISLER RE	02/07/06	0.10	TELECONFERENCE WITH M. POGODA RE: LABOR UPDATE (0.1).
MEISLER RE	02/11/06	0.90	BEGAN TO REVIEW AND COMMENT ON 1113 MEMORANDUM (0.9).
MEISLER RE	02/12/06	2.50	CONTINUED TO REVIEW AND COMMENT ON 1113 MEMORANDUM (2.5).
MEISLER RE	02/13/06	1.90	CONTINUED TO REVIEW AND COMMENT ON 1113 MEMORANDUM (1.9).
MEISLER RE	02/14/06	9.00	PREPARED FOR 1113 CALL (0.2); PARTICIPATED ON CALL RE: SAME (1.3); CONTINUED TO REVIEW AND COMMENT ON 1113 MEMORANDUM (7.5).
MEISLER RE	02/15/06	1.90	REVIEWED AND COMMENTED ON 1113 MOTION (1.5); CONTINUED ANALYSIS OF 1113 MEMORANDUM (0.4).
MEISLER RE	02/21/06	0.20	WORKED ON 1113 MATTERS (0.2).
		<b>16.70</b>	
STUART NL	02/04/06	3.90	REVIEW AND COMMENT ON 1113 MOTION (3.9).
STUART NL	02/05/06	2.70	STRATEGY CALL ON 1113 ISSUES (2.7).
STUART NL	02/13/06	2.30	REVIEW AND COMMENT ON 1113 MOTION (2.3).
STUART NL	02/14/06	4.80	STRATEGY CALL WITH OMM AND CLIENT ON POTENTIAL 1113 FILINGS (1.4); CONTINUE TO REVIEW 1113 MOTION AND CORRESPONDING DECLARATIONS, AND COMMENT ON SAME (3.4).
STUART NL	02/15/06	3.40	REVIEW AND COMMENT ON 1113 MOTION (3.4).
		<b>17.10</b>	
TOUSSI S	02/15/06	2.70	MEETING TO DISCUSS 1113/1114 MOTION TO REJECT CBAS (1.2); REVIEW DRAFT BRIEF RE: SAME (1.5).
TOUSSI S	02/16/06	3.70	ADDRESS ISSUES RE: 1113/1114 MOTION TO REJECT CBA CONTRACTS RE: BRIEF AND MEMO OF LAW (1.3); ADDRESS ISSUES RE: NOTICE MECHANICS AND PROCEDURES (1.2); VARIOUS CORRESPONDENCE RE: SAME (0.7); MARKUP UP BRIEF (0.5).
TOUSSI S	02/17/06	1.90	REVIEW MOTION ON REJECTING UNION CONTRACTS AND REVIEWING PAPERS FROM RELATED CASES (1.5); REVIEW CORRESPONDENCE RE: SAME (0.4).
TOUSSI S	02/21/06	1.30	REVIEW 1113/1114 MOTION AND BRIEF (0.8); ADDRESS ISSUES AND CORRESPONDENCE RE: SAME (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	02/23/06	2.00	REVIEW MATERIALS FROM RECENTLY FILED MOTIONS TO TERMINATE CBAS AND UNION CONTRACTS IN DELTA AND TOWERS (2.0).
		<b>11.60</b>	
WILSON LD	02/01/06	3.80	REVIEW DRAFT MOTION AND DECLARATIONS (3.0); COORDINATE WITH KOHUT ON UPDATE STATUS OF VIRTUAL DATA ROOM FOR UNION REQUESTS (0.5); CONFER CONSULTANT ON PRESS INFO RE: UNION PROPOSALS (0.3).
WILSON LD	02/02/06	6.10	REVIEW CREDITORS COMMITTEE LANGUAGE AND CIRCULATE (0.2); REVISE ORDER ACCORDINGLY (0.4); REVIEW DRAFT BRIEF (3.5); REVISE, PREPARE AND CIRCULATE MASTER MARK-UP OF BRIEF (2.0).
WILSON LD	02/03/06	7.20	REVISE AND CIRCULATE DRAFT ODER (0.5); PARTICIPATE ON CASE STATUS CALL (0.8); MAKE ARRANGEMENTS FOR CIRCULATION OF REVISED BRIEF (1.0); REVIEW SAMPLE PROFERS (0.8); CONFER BODEN ON STEPS FOR HEARING PREP (0.5); CONFER STUART ON PROFFER PROCESS (0.3); REVIEW DRAFTS (3.0); CONTACT OMM ON STATUS OF BRIEF (0.3).
WILSON LD	02/04/06	4.70	CONTACT OMM ON BRIEF (0.2); REVIEW DRAFT BRIEF (2.0); REVIEW AND REVISE DRAFT PROFFER (2.5).
WILSON LD	02/05/06	7.00	REVIEW REVISED DRAFT OF BRIEF AND CHARTS CREATED FOR SAME (2.5); REVISE DRAFT OF SUMMARY FOR HEARING ARGUMENT ON FEE MOTION (2.0); PARTICIPATE ON PORTION OF CALL TO DISCUSS COMMENTS TO BRIEF (2.5).
WILSON LD	02/06/06	2.10	REVIEW AND REVISE DRAFT PROFFER (1.2); FILING AND ADMISSION ISSUES (1.0).
WILSON LD	02/07/06	6.00	REVIEW CASE ADMIN UPDATES (0.4); REVIEW ARTICLES ON LABOR ISSUES (0.4); FOLLOW UP WITH UNIONS ON CHANGES TO ORDER (0.4); REVIEW COMMENTS TO DRAFT PAPERS (0.8); REVIEW AND UPDATE ORDER (0.5); CONFER AND COORDINATE ON PREP OF PRO HAC PAPERS (0.7); REVIEW CHARTS AND MATERIALS IN SUPPORT IN PREP FOR CALL (2.4); CONFER ON SCHEDULING ORDER (0.4).
WILSON LD	02/08/06	2.90	REVIEW BRIEF AND CHARTS IN PREPARATION FOR CALL (1.0); PARTICIPATE ON CALL RE: CHARTS AND NUMBERS USED IN BRIEF (0.9); UPDATE J. FURFARO AND T. MATZ ON SAME (0.3); RESEARCH PRO HAC ADMISSION REQUIREMENTS (0.4); CONFER OMM ON BRIEF AND FILING ISSUES (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WILSON LD	02/09/06	3.50	REVIEW OF LABOR NEWS UPDATES (0.4); COORDINATE ON FILING ISSUES RE: POTENTIAL 1113 (0.8); REVIEW AND CONFER ON FEE PAYMENT ORDER AND CIRCULATE SAME (0.5); CONFER ON POTENTIAL ISSUE RE: ADVISOR INDEMNIFICATION (0.5); CONFER ON UPDATE TO BRIEF (0.5); COORDINATE ON FILING OF OMM PRO HAC PAPERS (0.5); CONFER ON ISSUES FOR CALL (0.3).
WILSON LD	02/10/06	5.90	GENERATE REDLINE OF PAPERS AND CIRCULATE SAME (0.3); PARTICPATE ON SENIOR ADVISOR CALL (0.8); CONFER FURFARO ON UNION ADVISOR MOTION ISSUES (0.3); REVIEW DRAFT PAPERS (3.0); MAKE ARRANGMENTS FOR PRO HAC ADMISSION ON 1113 MOTION (0.5); MAKE ARRANGEMENTS FOR CIRCULATION OF PAPERS AND WEEKEND CALL (1.0).
WILSON LD	02/11/06	2.80	REVIEW DRAFT BRIEF (2.8).
WILSON LD	02/12/06	3.00	REVIEW DRAFT BRIEF (1.0); REVIEW DRAFT DECLARATIONS (2.0).
WILSON LD	02/13/06	10.50	REVIEW DRAFT PAPERS ON LOSS CONTRACT REJECTION (2.0); COORDINATE ON INCORP TO 1113 (0.4); REVIEW AND COMMENT ON DRAFT DECLARATIONS (5.0); COORDINATE WITH DONNELLY ON CREATION OF CHART (0.8); COORDINATE ON FILING ISSUES AND VERIFICATION OF REQUIREMENTS (1.0); CONFER CLIENT ON UNION FEE ACCOUNTING ISSSUE (0.4); RESEARCH ISSUES RAISED BY SAME (0.5); COORDINATE LABOR CALL FOR DISCUSSION OF FILING AND PAPERS (0.4).
WILSON LD	02/14/06	9.20	PREPARE FOR AND PARTICIPATE ON CALL RE: FILING ISSUES AND STATUS OF POTENTIAL 1113 PAPERS (1.4); COORDINATE ON PRO HAC PAPER ISSUE (0.4); REVIEW COMMENTS CIRCULATED BY RESTRUCTURING (1.0); CONTINUE REVIEW AND REVISE POTENTIAL 1113 PAPERS (4.0); RESEARCH PRECEDENT ON FORM AND REQUIREMENTS FOR EXPERT REPORT (0.8); REVIEW DRAFT AFF OF SERVICE AND SAMPLE REJECTION ORDER (0.8); REVIEW UPDATES ON MEETINGS AND LABOR NEWS (0.8).
WILSON LD	02/15/06	11.30	REVIEW AND REVISE PAPERS IN CONNECTION WITH POTENTIAL FILING (7.0); CONFERENCE FURFARO AND MATZ ON SAME (0.3); PARTICIPATE ON CONFERENCE CALL ON STATUS (0.8); REVIEW PRECEDENTS ON FILING ISSUES (1.0); REVIEW MATERIALS ON DATA SITE FOR UNIONS (1.5); CONFER FTI ON SAME (0.3); COORDINATE WITH CLIENT ON ADDRESSES FOR SERVICE (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WILSON LD	02/16/06	9.70	REVIEW AND COMMENT ON PAPERS (5.8); REVIEW PRECEDENT FILINGS WITH KOHUT RE: SERVICE AND INCLUSION ISSUES (2.0); REVIEW DOCUMENTS FROM DATA SITE FOR UNIONS (1.0); UPDATE TELECONFERENCE WITH CLIENT AND OMM (0.3); CONFER MATZ ON STATUS AND GOING FORWARD (0.3); CONFER TOUSSI ON NOTICE PROVISION (0.3).
WILSON LD	02/17/06	2.30	REVIEW REVISED DRAFTS (1.0); CONFER CLIENT ON STATUS FOR GOING FORWARD (0.4); REVIEW 1113 PRECEDENT FOR SERVICE ISSUES (0.9).
WILSON LD	02/21/06	1.60	REVIEW NEWS CLIPS FOR LABOR ISSUES (0.8); COORDINATE WITH MATZ ON SETTING UP MATTERS FOR CALL ON REVISED 1113 SCHEDULE (0.8).
WILSON LD	02/22/06	4.20	PREPARE FOR AND PARTICIPATE ON CALL TO DISCUSS 1113 ISSUES (0.9); COORDINATE PULLING OF PRECEDENT (0.5); REVIEW PRECEDENT (1.8); CONFER YOELI ON CREATION OF SUMMARY CHART OF PRECEDENT (0.5); REVIEW AND COMMENT ON DRAFT OF SAME (0.5).
WILSON LD	02/23/06	2.80	COORDINATE PULLING OF 1113 PRECEDENT (0.4); REVIEW AND REVISE CHART SUMMARY WITH YOELI (0.5); REVIEW PRIOR FILINGS FOR 1113 ISSUES (1.5); CONTACT OMM ON SAME AND DEVELOP LOGISTICS FOR CIRCULATION (0.4).
WILSON LD	02/24/06	8.30	REVIEW ORDER AND MATERIALS IN PREP FOR CALL (0.3); PARTICIPATE ON WEEKLY UPDATE CALL (1.0); REVIEW AND PULL 1113 PRECEDENT (2.8); REVIEW AND COMMENT ON SUMMARY CHART ON SAME (0.4); ARRANGE FOR BINDING AND CIRCULATION OF REVISED DRAFT PAPERS FROM OMM (0.5); REVIEW DRAFT PAPERS DRAFTED BY OMM (2.9); REVIEW NEWS UPDATES ON LABOR ISSUES (0.4).
WILSON LD	02/26/06	4.60	REVIEW PRESENTS CHART (0.3); REVIEW DRAFT OMM PAPERS (4.3).
WILSON LD	02/27/06	3.90	CONFER YOELI ON CHART ISSUES AND REVISIONS TO SAME (0.8); REVIEW UNDERLYING PRECEDENTS FOR ISSUES IN POTENTIAL 1113 FILING (2.4); REVIEW UPDATES ON CLIP SERVICE FOR POTENTIAL LABOR ISSUES (0.7).
WILSON LD	02/28/06	4.30	REVIEW CHART AND DISCUSS COMMENTS WITH YOELI (0.8); REVIEW PRECEDENTS FOR ISSUES IN 1113 FILING (2.3); REVIEW PAPERS IN PREPARATION FOR MEETING (0.8); REVISE AND CIRCULATE SUMMARY ON PRECEDENT ISSUE (0.4).

127.70

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Total Associate</b>		<b>204.10</b>	
SALAZAR AG	02/14/06	0.80	SEND PRECEDENT PLEADINGS TO O'MELVENY (0.8).
SALAZAR AG	02/21/06	1.00	PREPARE 1113 PRECEDENT BINDERS (1.0).
SALAZAR AG	02/22/06	0.40	DISTRIBUTE 1113 PRECEDENT BINDERS (0.4).
SALAZAR AG	02/23/06	3.20	ASSEMBLE AND DISTRIBUTE FULL 1113 PRECEDENT SET BINDERS TO TEAM (3.2).
SALAZAR AG	02/27/06	0.40	UPDATE TEAM ON PRECEDENT CASE STATUS ON 1113 (0.4).
SALAZAR AG	02/28/06	1.00	UPDATE 1113 PRECEDENT BINDERS WITH NEWLY FILED PLEADINGS (1.0).
		<b>6.80</b>	
YOELI ME	02/15/06	5.90	ASSEMBLE FOR ATTORNEY REVIEW THE DOCUMENTS PRINTED FROM DATASITE (5.7); REVIEW JERMAN PRO HAC VICE MOTION (0.2).
YOELI ME	02/22/06	2.80	RESEARCH RE: SECTION 1113 FILINGS (2.8).
YOELI ME	02/23/06	2.90	ASSEMBLE FOR ATTORNEY REVIEW THE 1113 PRECEDENT BINDERS AND SUMMARY CHART (2.0); ASSEMBLE FOR ATTORNEY REVIEW THE CHART OF 1113 FILINGS (0.9).
YOELI ME	02/24/06	5.30	ASSEMBLE FOR ATTORNEY REVIEW THE SUMMARY CHART OF PLEADINGS (0.8); PREPARE DISTRIBUTION OF DRAFT PLEADINGS (4.5).
YOELI ME	02/27/06	2.40	ASSEMBLE FOR ATTORNEY REVIEW THE SUMMARY CHART OF 1113 FILINGS (0.5); ASSEMBLE FOR ATTORNEY REVIEW THE SECTION 1113 RESEARCH (1.9).
YOELI ME	02/28/06	0.60	ASSEMBLE FOR ATTORNEY REVIEW THE CHART RE: SECTION 1113 RESEARCH (0.6).
		<b>19.90</b>	
ZSOLDOS AF	02/22/06	5.00	RESEARCH RE: SECTION 1113 PLEADINGS IN ORMET AND ATA AIRLINES BANKRUPTCIES, INCLUDING PULLING ALL SECTION 1113 MOTIONS, AFFIDAVITS, ORDERS, DECLARATIONS, AND OBJECTIONS (3.3); PREPARE BINDER OF PLEADINGS REFERENCED ABOVE (1.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	02/24/06	2.70	CORRESPONDENCE RE: SECTION 1113 BINDERS THROUGHOUT THE DAY (0.3); PREPARE INDICES FOR BINDERS (0.3); PREPARE BINDERS OF MOTION, MEMO OF LAW, PROPOSED ORDER, AND DECLARATIONS IN SUPPORT OF MOTION FOR DISTRIBUTION TO TEAM (2.1).
ZSOLDOS AF	02/27/06	1.00	RESEARCH RE: SECTION 1113 IN US AIRWAYS, INCLUDING PULLING ALL MOTIONS, MEMORANDA OF LAW, AND ORDERS (1.0).
ZSOLDOS AF	02/28/06	0.50	SECTION 1113 PRECEDENT RESEARCH IN US AIR (0.5).
		9.20	
<b>Total Legal Assistant</b>		35.90	
<b>TOTAL TIME</b>		<u><b>414.60</b></u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Employee Matters (Labor Unions)**

**Bill Date: 03/31/06**  
**Bill Number: 1108452**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	02/06/06	Furfaro JP	1,351.66
Air/Rail Travel - vendor feed	02/07/06	Furfaro JP	832.34
Air/Rail Travel - vendor feed	02/13/06	Furfaro JP	1,113.65
Air/Rail Travel - vendor feed	02/13/06	Furfaro JP	-1,068.65
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$2,229.00</b>
In-house Reproduction	02/03/06	Copy Center, D	8.70
In-house Reproduction	02/07/06	Copy Center, D	14.30
In-house Reproduction	02/14/06	Copy Center, D	6.10
In-house Reproduction	02/17/06	Copy Center, D	3.59
In-house Reproduction	02/17/06	Copy Center, D	7.30
In-house Reproduction	02/23/06	Copy Center, D	31.99
In-house Reproduction	02/24/06	Copy Center, D	25.00
In-house Reproduction	02/28/06	Copy Center, D	517.02
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$614.00</b>
Telephone Expense	02/24/06	Telecommunications, D	9.07
Telephone Expense	02/24/06	Telecommunications, D	9.75
Telephone Expense	02/24/06	Telecommunications, D	0.18
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$19.00</b>
Lexis/Nexis	02/22/06	Yoeli ME	508.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$508.00</b>



**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Teleconferencing	02/28/06	Teleconferencing Services, LLC	30.69
Vendor Hosted Teleconferencing	02/28/06	Teleconferencing Services, LLC	10.88
Vendor Hosted Teleconferencing	02/28/06	Teleconferencing Services, LLC	9.79
Vendor Hosted Teleconferencing	02/28/06	Teleconferencing Services, LLC	19.64
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$71.00</b>
Out-of-Town Travel	02/07/06	Furfaro JP	286.47
Out-of-Town Travel	02/07/06	Furfaro JP	40.97
Out-of-Town Travel	02/07/06	Furfaro JP	5.00
Out-of-Town Travel	02/07/06	Furfaro JP	65.62
Out-of-Town Travel	02/07/06	Furfaro JP	8.94
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$407.00</b>
Messengers/ Courier	02/03/06	Dist Serv/Mail/Page, D	18.69
Messengers/ Courier	02/04/06	Dist Serv/Mail/Page, D	21.62
Messengers/ Courier	02/10/06	Straightline Courier	31.88
Messengers/ Courier	02/20/06	Dist Serv/Mail/Page, D	21.63
Messengers/ Courier	02/24/06	Dist Serv/Mail/Page, D	25.09
Messengers/ Courier	02/24/06	Dist Serv/Mail/Page, D	25.09
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$144.00</b>
Out-of-Town Meals	02/07/06	Furfaro JP	29.00
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$29.00</b>
		<b>TOTAL MATTER</b>	<b>\$4,021.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Employee Matters (Labor Unions)

Bill Date: 04/30/06  
Bill Number: 1108601

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	03/01/06	1.30	CONTINUE TO WORK ON UAW DISCUSSIONS INCLUDING MEETING WITH DELPHI SENIOR MANAGEMENT TEAM IN NEW YORK CITY (0.6); FOLLOW-UP ON TRILATERAL END-STATE MEETING MATTERS WITH S. MILLER, K. BUTLER AND B. SIMON (0.4); PREPARE FOR MARCH 2ND WORKING GROUP MEETING RE: SECTION 1113/1114 WITH K. MARAFIOTO AND J. FURFARO (0.3).
BUTLER, JR. J	03/03/06	0.60	REVIEW MEMO RE PRECEDENTIAL SECTION 1113/1114 PROCEEDINGS AND RELATED MATTERS (0.3); PREPARE FOR MARCH 4TH TELECONFERENCE WITH K. BUTLER RE TRIPARTE NEGOTIATIONS ON ATTRITION AND END-STATE PLANS, NEXT STEPS (0.2); EMAIL FROM T. JERMAN RE MEMORANDUM OF LAW (0.1).
BUTLER, JR. J	03/04/06	0.40	TELECONFERENCE WITH K. BUTLER RE: TRIPARTE NEGOTIATIONS ON ATTRITION AND END-STATE PLANS, NEXT STEPS (0.4).
BUTLER, JR. J	03/05/06	1.20	REVIEW AND COMMENT ON SECTION 1113/1114 PLEADINGS (0.8); PREPARE FOR MARCH 6TH LABOR STRATEGY WORKING GROUP MEETING AT COMPANY IN TROY (0.4).
BUTLER, JR. J	03/06/06	1.40	PREPARE FOR (0.2) AND ATTEND (1.2) LABOR STRATEGY WORKING GROUP MEETING AT COMPANY IN TROY.
BUTLER, JR. J	03/09/06	0.80	CONTINUE TO WORK ON ATTRITION FRAMEWORK INCLUDING REVIEW AND EVALUATE WORKING GROUP MATERIALS RE GM PARTICIPATION (0.6); FOLLOW-UP ON AUTHORIZED USERS TO DELPHI SECTION 1113/1114 VIRTUAL DATAROOM INCLUDING EMAIL FROM R. EISENBERG RE SAME (0.2).
BUTLER, JR. J	03/10/06	0.40	REVIEW SECTION 1113/1114 SURVEY RE CLAIMS MATTERS (0.4).
BUTLER, JR. J	03/11/06	3.20	CONTINUE TO WORK ON SECTION 1113/1114 PLEADINGS INCLUDING REVIEW OF DRAFT DECLARATIONS (1.4); REVIEW REVISED MEMORANDUM OF LAW FROM T. JERMAN AND PREPARE FOR MARCH 12TH LABOR STRATEGY UPDATE CALL RE SAME (1.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	03/12/06	3.10	PREPARE FOR (0.4) AND PARTICIPATE IN (1.3); TELECONFERENCE WITH LABOR STRATEGY WORKING GROUP RE: 1113/1114 PLEADINGS AND OPEN ISSUES; PREPARE FOR (0.2) AND PARTICIPATE IN (0.8); TELECONFERENCE WITH K. BUTLER AND B. SAX RE: TRILATERAL ATTRITION PLAN DISCUSSIONS AND RELATED STRATEGIC MATTERS; REVIEW AND COMMENT AND DRAFT ATTRITION PLAN (0.4).
BUTLER, JR. J	03/13/06	1.20	PREPARE FOR (0.2) AND PARTICIPATE IN (0.6); MEETING WITH LABOR AND COMMUNICATIONS STRATEGY WORKING GROUP RE: POTENTIAL MARCH 17TH ANNOUNCEMENT AND MOTION RE: HUMAN CAPITAL ATTRITION PROGRAM; REVIEW AND REVISE TRILATERAL ATTRITION PLAN (0.4).
BUTLER, JR. J	03/14/06	1.80	PREPARE FOR (0.3) AND PARTICIPATE IN (0.8) MEETINGS WITH K. BUTLER AND OTHERS AT COMPANY IN TROY RE: HOURLY SPECIAL ATTRITION PROGRAM; REVIEW UCC PROPOSED COMMENTS TO ATTRITION FRAMEWORK DOCUMENT (0.3); TELECONFERENCE WITH R. ROSENBERG RE: SAME (0.4).
BUTLER, JR. J	03/15/06	2.10	PREPARE FOR (0.3) AND PARTICIPATE IN (0.7) MEETINGS WITH R. O'NEAL AND K. BUTLER AT COMPANY IN TROY RE: HOURLY SPECIAL ATTRITION PROGRAM; CONTINUE TO REVIEW AND REVISE ATTRITION FRAMEWORK DOCUMENT (0.9); RMAIL FROM M. BIENENSTOCK RE TERMSHEET AND GM POSITION AON NON-DISCLOSURE TO CREDITORS COMMITTEE (0.2).
BUTLER, JR. J	03/16/06	5.50	PREPARE FOR (1.2) AND PARTICIPATE IN (4.3) NUMEROUS TELECONFERENCES AND DRAFTING SESSIONS WITH REPRESENTATIVES OF DELPHI, GM AND UAW RE: SPECIAL ATTRITION PLAN.
BUTLER, JR. J	03/17/06	12.10	PREPARE FOR (0.6) AND PARTICIPATE IN (9.1) NUMEROUS TELECONFERENCES AND DRAFTING SESSIONS WITH REPRESENTATIVES OF DELPHI, GM AND UAW RE: SPECIAL ATTRITION PLAN; REVIEW AND REVISE SPECIAL ATTRITION PLAN AND MOTION (2.4).
BUTLER, JR. J	03/18/06	7.10	PREPARE FOR (0.8) AND PARTICIPATE IN (6.3) NUMEROUS TELECONFERENCES AND DRAFTING SESSION WITH REPRESENTATIVES OF DELPHI, GM AND UAW RE: SPECIAL ATTRITION PLAN (INCLUDING ALL NIGHT NEGOTIATING SESSION).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	03/19/06	3.60	PREPARE FOR (0.4) AND PARTICIPATE IN (3.2) NUMEROUS TELECONFERENCES AND DRAFTING SESSIONS WITH REPRESENTATIVES OF DELPHI, GM AND UAW RE: SPECIAL ATTRITION PLAN.
BUTLER, JR. J	03/20/06	4.70	PREPARE FOR (0.4) AND PARTICIPATE IN (3.2) NUMEROUS TELECONFERENCES AND DRAFTING SESSIONS WITH REPRESENTATIVES OF DELPHI, GM AND UAW RE: SPECIAL ATTRITION PLAN; REVIEW AND REVISE PLEADINGS (0.7); TELECONFERENCES AND EMAILS WITH B. ROSENBERG RE: CONSENT TO FILE ON SHORTENED NOTICE (0.4).
BUTLER, JR. J	03/21/06	5.60	PREPARE FOR (0.3) AND PARTICIPATE IN (1.7) NUMEROUS TELECONFERENCES AND DRAFTING SESSIONS WITH REPRESENTATIVES OF DELPHI, GM AND UAW RE: SPECIAL ATTRITION PLAN ORDER (2.2); REVIEW AND REVISE PLEADINGS (1.4).
BUTLER, JR. J	03/22/06	2.80	FINALIZE DELPHI, GM AND UAW SPECIAL ATTRITION PLAN (0.6); PREPARE FOR (0.3) AND PARTICIPATE IN (1.9); NUMEROUS TELECONFERENCES AND DRAFTING SESSIONS WITH WORKING GROUP RE: SPECIAL ATTRITION PLAN PLEADINGS..
BUTLER, JR. J	03/23/06	2.70	PREPARE FOR (0.3) AND PARTICIPATE IN (1.3) WORKING GROUP TELECONFERENCES RE: SPECIAL ATTRITION PLAN AND SECTION 1113/1114 PROPOSAL; REVIEW AND REVISE PLEADINGS (1.1).
BUTLER, JR. J	03/24/06	1.30	REVIEW AND REVISE SECTION 1113/1114 TRANSMITTAL LETTER (0.3); REVIEW SECTION 1113/1114 PROPOSAL TO UAW (0.2); REVIEW SECTION 1113/1114 PLEADINGS (0.4); TELECONFERENCES WITH B. SAX AND B. SIEGEL RE: SAME (0.4).
BUTLER, JR. J	03/26/06	2.60	CONTINUE TO REVIEW AND COMMENT ON SECTION 1113/1114 PLEADINGS (1.6); EMAILS TO/FROM B. SAX, T. JERMAN AND B. SIEGEL RE LEGAL STRATEGY MATTERS AND NEXT STEPS (0.5); REVIEW AND COMMENT ON T. JERMAN DRAFT LETTER TO UNIONS (0.3); REVIEW T. JERMAN EMAIL RE SAME (0.2).
BUTLER, JR. J	03/27/06	1.80	CONTINUE TO REVIEW AND COMMENT ON SECTION 1113/1114 PLEADINGS (1.2); REVIEW AND ANALYZE APPALOOSA EXPEDITED DISCOVERY ON SPECIAL ATTRITION PROGRAM MOTION (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	03/28/06	3.30	CONTINUE TO PREPARE FOR PROBABLE MARCH 31ST FILING OF SECTION 1113/1114 MOTION INCLUDING REVIEW AND COMMENT ON MAJOR PLEADING MATTERS WITH FILING TEAM (1.8) AND CONFERENCE WITH SENIOR MANAGEMENT AT COMPANY IN TROY (0.8); TELECONFERENCE AND EMAILS WITH B. ROSENBERG RE UCC DUE DILIGENCE ON SPECIAL ATTRITION PROGRAM (0.3); REVIEW RELATED LATHAM LETTER AND NEXT STEPS (0.4).
BUTLER, JR. J	03/29/06	1.60	CONTINUE TO REVIEW AND COMMENT ON SECTION 1113/1114 PLEADINGS (1.6).
BUTLER, JR. J	03/30/06	5.40	PREPARE FOR (0.4) AND PARTICIPATE IN (3.4) MEETING WITH APPALOOSA COUNSEL (T. LAURIA AND OTHERS FROM WHITE & CASE) RE: MEET AND CONFER ON APPALOOSA PRELIMINARY OBJECTION ON SPECIAL ATTRITION PROGRAM MOTION; REVIEW AND FINALIZE SECTION 1113/1114 PLEADINGS (1.4); REVIEW MEET AND CONFER LETTER (0.2).
BUTLER, JR. J	03/31/06	0.40	REVIEW AND FINALIZE SECTION 1113/1114 SERVICE MATTERS (0.4).
		<b>78.00</b>	
COCHRAN EL	03/13/06	2.40	REVIEW ATTRITION PLAN (2.4).
COCHRAN EL	03/15/06	1.40	REVIEW ATTRITION PLAN REVISION (1.4).
COCHRAN EL	03/24/06	0.40	ADVISE IN CONNECTION WITH LAZARD DISCLOSURE REQUEST (0.4).
		<b>4.20</b>	
FURFARO JP	03/02/06	3.90	CONFERENCE WITH T. JERMAN AND WORKING GROUP RE: 1113 FILINGS/ISSUES TO BE ADDRESSED (2.8); REVIEW OF MATERIALS FOR CONFERENCE (1.1).
FURFARO JP	03/03/06	2.10	CASE ADMINISTRATION WITH PARTNERS (1.3); REVIEW OF MATERIALS FOR LABOR CONFERENCE (0.8).
FURFARO JP	03/06/06	4.60	REVIEW OF MATERIALS FOR MEETING WITH CLIENT (1.1); MEETING WITH B. SAX, B. SIEGEL, T. JERMAN AND WORKING GROUP RE: 1113 MOTION/RELATED ISSUES (2.0); REVIEW OF MEDICAL BENEFITS RESEARCH (1.5).
FURFARO JP	03/07/06	1.30	REVIEW OF COURT PAPERS RE: EQUITY COMMITTEE (1.1); REVIEW OF MATERIALS RE: JOBS BANK DATA (0.2).
FURFARO JP	03/08/06	0.40	REVIEW OF DRAFT PRESENTATION/REVISIONS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FURFARO JP	03/09/06	1.30	REVIEW OF SUPPORT FOR DRAFT PRESENTATION (0.7); REVIEW OF CREDITORS COMMITTEE PRESENTATION (0.2); REVIEW OF 1113 ORDERS/SUMMARY (0.4).
FURFARO JP	03/10/06	0.80	REVIEW OF REVISED 1113 MEMORANDUM/AUTHORITIES (0.8).
FURFARO JP	03/11/06	1.50	REVIEW OF REVISED CBA COURT PAPERS (1.5).
FURFARO JP	03/12/06	2.50	REVIEW OF REVISED CBA COURT PAPERS/DISCUSSION WITH WORKING GROUP (2.5).
FURFARO JP	03/13/06	2.00	REVIEW OF DRAFT CBA/ATTRITION PROPOSAL (0.8); REVIEW OF MEMO/SUPPORTING MATERIAL RE: EMPLOYEE ATTRITION/SEPARATION AGREEMENT WITH GM (1.2).
FURFARO JP	03/14/06	2.40	REVIEW OF DRAFT CBA PROPOSAL (0.9); REVIEW OF MEMO RE: EMPLOYEE OBLIGATIONS/GUARANTEE (1.1); REVIEW OF GUARANTEE DOCUMENTS RE: OPEN ITEMS (0.4).
FURFARO JP	03/15/06	0.90	REVIEW/REVISE PROPOSAL TO UNIONS (0.6); UPDATE TO ATTRITION NEGOTIATIONS (0.3).
FURFARO JP	03/16/06	3.20	CONFERENCE WITH B. SAX, D. KIDD AND WORKING GROUP RE: LABOR ISSUES (0.8); REVIEW OF DRAFT ATTRITION PLAN/MOTION FOR APPROVAL (1.8); REVIEW OF SEVERANCE QUESTION (0.4); REVIEW OF ISSUES RE: IMPACT IN PLAN (0.2).
FURFARO JP	03/17/06	1.90	CONFERENCE WITH PARTNERS RE: CASE ADMINISTRATION (1.0); REVIEW OF DRAFT ATTRITION PLAN/MOTIONS (0.9).
FURFARO JP	03/20/06	3.00	REVIEW OF REVISED 1113 COURT PAPERS (3.0).
FURFARO JP	03/21/06	4.20	REVIEW OF DRAFT ATTRITION MOTION AND ATTACHMENT (1.4); CONFERENCE WITH T. JERMAN RE: CBA ISSUES (0.2); REVIEW OF REVISED DECLARATIONS (1.0); REVIEW OF REVISED BRIEF IN SUPPORT OF CBA MOTION (1.6).
FURFARO JP	03/23/06	2.40	CONFERENCE WITH T. JERMAN, F. KUPLICKI AND WORKING GROUP RE: 1113 COURT FILING/REVISIONS TO DOCUMENTS (1.4); CONFERENCE WITH UCC RE: ATTRITION PROGRAM (1.0).
FURFARO JP	03/24/06	3.30	CASE ADMINISTRATION WITH PARTNERS (1.4); REVIEW OF NEW UNION PROPOSAL (1.1); CONFERENCE WITH T. JERMAN AND WORKING GROUP RE: NEXT STEPS FOR FILING (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FURFARO JP	03/26/06	1.20	CONFERENCE WITH WORKING GROUP RE: 1113 FILING (0.9); REVIEW OF PROPOSALS (0.3).
FURFARO JP	03/27/06	3.60	CONFERENCE WITH T. JERMAN, B. SAX, K. BUTLER TO DISCUSS LABOR ISSUES (0.9); REVIEW OF REVISED DECLARATIONS/EXHIBITS (2.7).
FURFARO JP	03/28/06	4.90	REVIEW OF REVISED EXPERT REPORTS (1.8); REVIEW OF REVISED DECLARATIONS (1.9); REVIEW OF DRAFT MEMORANDUM IN SUPPORT OF MOTION (1.2).
FURFARO JP	03/29/06	8.10	REVISIONS TO EXPERT REPORTS (1.9); REVISIONS TO DECLARATIONS/REVIEW EXHIBITS (2.9); REVISIONS TO MEMORANDUM OF LAW (1.6); CONFERENCES WITH T. JERMAN, WORKING GROUP RE: FILING ISSUES (1.0); CONFERENCE WITH J. KOHN, D. SILVERMAN RE: STRIKE ISSUE/RESEARCH FILE (0.7).
FURFARO JP	03/30/06	11.80	FINALIZE DECLARATIONS/COURT PAPERS FOR FILING (11.8).
FURFARO JP	03/31/06	8.60	FINALIZE DECLARATIONS/COURT PAPERS FOR FILING (8.6).
		<b>79.90</b>	
MARAFIOTI KA	03/01/06	0.40	DEVELOP LABOR STRATEGY (0.3); CORRESPONDENCE RE: MEETING (0.1).
MARAFIOTI KA	03/02/06	3.10	VIDEO CONFERENCE WITH O'MELVENY, GROOM RE: LABOR STRATEGY (3.0); TELECONFERENCE WITH EISENBERG RE: LABOR ISSUES (0.1).
MARAFIOTI KA	03/07/06	0.20	UPDATE RE: 1113 MOTION STATUS (0.2).
MARAFIOTI KA	03/12/06	2.50	REVIEW 1113/1114 BRIEF (1.2); TELECONFERENCE WITH O'MELVENY, DELPHI RE: 1113/1114 BRIEF (1.3).
MARAFIOTI KA	03/13/06	1.20	CORRESPONDENCE RE: LABOR ISSUES (0.1); TELECONFERENCE WITH DELPHI RE: UNION NEGOTIATIONS (0.7) AND FOLLOWUP WORK (0.2); BEGIN WORK ON MOTION TO APPROVE ATTRITION PLAN (0.2).
MARAFIOTI KA	03/14/06	0.90	REVIEW ATTRITION PLAN (0.3); REVIEWED 1113/1114 PROPOSALS (0.6).
MARAFIOTI KA	03/15/06	1.40	ANALYZE ISSUES RE: 1113 PROPOSAL AND ATTRITION PLAN (1.4).
MARAFIOTI KA	03/17/06	3.30	WORK ON MOTION FOR APPROVAL OF ATTRITION PLAN (3.3).
MARAFIOTI KA	03/18/06	0.30	CORRESPONDENCE RE: STATUS OF ATTRITION PLAN NEGOTIATIONS (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	03/20/06	0.60	REVISE MOTION TO APPROVE ATTRITION PLAN (0.6) .
MARAFIOTI KA	03/22/06	0.40	REVIEW FINAL ATTRITION PLAN (0.4) .
MARAFIOTI KA	03/23/06	0.90	CORRESPONDENCE RE: COMMITTEE LABOR SUBCOMMITTEE CALL (0.1); WORK ON 1113 PLEADINGS (0.6); DEVELOP STRATEGY RE: SAME (0.2) .
MARAFIOTI KA	03/24/06	1.00	TELECONFERENCE WITH T. JERMAN RE: 1113 MATTERS (0.2); DEVELOP STRATEGY RE: 1113 MATTERS (0.8) .
MARAFIOTI KA	03/26/06	1.30	STRATEGY TELECONFERENCE RE: LABOR ISSUES (1.0) AND CORRESPONDENCE RE: SAME (0.3) .
MARAFIOTI KA	03/27/06	1.80	REVIEW UAW RESPONSE IN SUPPORT OF ATTRITION PLAN (0.1); CORRESPONDENCE RE: PROCEDURAL ISSUES IN CONNECTION WITH FILING OF 1113 MOTION (0.3); WORK ON 1113 PLEADINGS (1.4) .
MARAFIOTI KA	03/28/06	7.90	DEVELOP STRATEGY RE: LABOR ISSUES (1.5); WORK ON K. BUTLER DECLARATION (1.8); TELECONFERENCE WITH B. SAX, O'MELVENY RE: 1113 PLEADINGS (0.8); TELECONFERENCE WITH T. JERMYN RE: SAME (0.2); WORK ON 1113 MOTION (1.3); WORK ON GEBBIA DECLARATION (0.8); WORK ON KIDD DECLARATION (0.8); WORK ON QUICK DECLARATION (0.5); WORK ON PROPOSED 1113 ORDER (0.2) .
MARAFIOTI KA	03/29/06	9.20	WORK ON SHEEHAN DECLARATION (1.9); WACHTER DECLARATION AND REPORT (1.6); WEBER DECLARATION (1.1); BUTLER DECLARATION (1.6); 1113 BRIEF (2.0); MYERS DECLARATION (0.7) AND 1113 ORDER (0.3) .
MARAFIOTI KA	03/30/06	6.90	WORK ON 1113/1114 BRIEF (1.5); MOTION (1.4); NOTICE OF MOTION (0.2); ORDER (0.2); DECLARATIONS OF BUTLER (0.6); SHEEHAN (0.6); GEBBIA (0.5); KIDD (0.5); QUICK (0.5); AND WEBER (0.5); TELECONFERENCES WITH B. SAX (0.4) .
MARAFIOTI KA	03/31/06	5.70	FINALIZE 1113/1114 NOTICE OF MOTION (0.1); MOTION (1.5); BRIEF (1.6); AND DECLARATIONS OF BUTLER (0.5); SHEEHAN (0.5); GEBBIA (0.2); KIDD (0.2); QUICK (0.2); AND WEBER (0.4); MEETING WITH PRINTER AND KCC REPRESENTATIVE (0.5) .
		<b>49.00</b>	
SPRINGER DE	03/24/06	1.50	REVIEW SECTION 1113/14 MOTION PAPERS (1.5) .



**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	03/26/06	3.30	REVIEW SECTION 1113/14 MOTION, MEMORANDUM, AND SUPPORTING DECLARATIONS (1.3); DRAFT MEMO RE: THOUGHTS ON LITIGATION OF MOTION (0.9); SENIOR STAFF CONFERENCE RE: STAFFING AND RELATED ISSUES ON SECTION 1113/14 MOTION (1.1).
SPRINGER DE	03/27/06	3.70	REVIEW AND REVISE ORDER ON APPALOOSA'S EQUITY COMMITTEE MOTION (1.1); DRAFT ORDER ON EXPERTS MOTION (0.6); REVIEW APPALOOSA DISCOVERY REQUESTS RE: ATTRITION MOTION (1.1); REVIEW ATTRITION MOTION (0.9).
SPRINGER DE	03/28/06	1.60	REVIEW AND COMMENT ON 1113/14 MOTIONS (1.2); REVIEW AND REVISE ORDER ON EXPERTS (0.4).
SPRINGER DE	03/29/06	1.50	REVIEW AND COMMENT ON 1113/14 MOTIONS (1.5).
SPRINGER DE	03/30/06	7.80	PREPARATION FOR AND CONDUCT MEET AND CONFER WITH COUNSEL FOR APPALOOSA RE: ATTRITION PLAN MOTION (3.8); REVIEW, REVISE, AND SUBMIT CORRESPONDENCE TO APPALOOSA SUMMARIZING MEET AND CONFER AGREEMENTS (1.4); REVIEW AND COMMENT ON 1113/14 MOTIONS (2.6).
SPRINGER DE	03/31/06	2.50	REVIEW 1113/14 MOTION AS FILED, BRIEF, AND SUPPLEMENTAL DECLARATIONS (2.5).
		<b>21.90</b>	
<b>Total Partner</b>		<b>233.00</b>	
MATZ TJ	03/01/06	0.70	FOLLOW UP WORK RE: 1113/1114 PLEADINGS (0.5); CORRESPONDENCE WITH O'MELVENY AND GROOM LAW GROUP RE: SAME (0.2).
MATZ TJ	03/02/06	3.60	PARTICIPATE IN TELECONFERENCE WITH O'MELVENY, GROOM RE: 1113/1114 PROCESS AND PLEADINGS IN RESPECT THEREOF (3.0); FOLLOW UP WORK RE: SAME (0.4); WORK ON UNION ADVISORS PAYMENT MATTER (0.2).
MATZ TJ	03/03/06	0.70	CONTINUE TO WORK ON DECLARATIONS RE: 1113/1114 MOTION (0.7).
MATZ TJ	03/07/06	1.30	WORK ON 1113/1114 MOTION AND ORDER MATTERS (0.8); TELECONFERENCE AND FOLLOW UP WORK RE: REVISIONS TO PLEADINGS (0.5).
MATZ TJ	03/08/06	0.70	WORK ON 1113/1114 FORM OF ORDER (0.6); WORK ON STATUS OF PLEADINGS (0.1).
MATZ TJ	03/09/06	1.20	WORK ON 1113/1114 ORDER - CLAIMS PROVISIONS (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	03/10/06	1.30	FOLLOW UP WORK RE: 1113/1114 REJECTION CLAIMS MATERIALS AND CHART RE: SAME (0.6); REVIEW MATTERS RE: REJECTION MOTION (0.7).
MATZ TJ	03/12/06	4.60	REVIEW AND COMMENT ON 3/10 VERSION OF 1113/1114 MEMORANDUM OF LAW (2.7); PARTICIPATE IN TELECONFERENCE RE: SAME (1.5); FOLLOW UP WORK RE: SAME (0.4).
MATZ TJ	03/14/06	1.00	FOLLOW UP WORK RE: PAYCRAFT, TOWERS PERRIN MATERIALS, O'MELVERRY MATTERS, AND 1113/1114 PLEADINGS (0.8); TELECONFERENCE WITH U.S. TRUSTEE RE: SAME (0.2).
MATZ TJ	03/17/06	1.60	CONTINUE TO REVIEW AND REVISE OF EMPLOYEE ATTRITION PLAN AND MOTION IN RESPECT THEREOF (1.6).
MATZ TJ	03/21/06	1.30	REVIEW REVISED 1113/1114 MATERIALS FROM O'MELVENY (1.3).
MATZ TJ	03/23/06	4.20	CORRESPONDENCE AND CALL RE: LABOR SUBCOMMITTEE (0.1); ANALYZE SHAREHOLDER SERVICE ISSUES (0.1); REVIEW AND COMMENT ON CURRENT DRAFT OF 1113/1114 MOTION MEMORANDUM OF LAW AND VARIOUS DECLARATIONS (2.6); PARTICIPATING IN CONFERENCE CALL RE: 1113/1114 PLEADINGS COMMENTS, STATUS, AND STRATEGY (1.4).
MATZ TJ	03/24/06	2.40	WORK ON 1113/1114 MATERIALS, SCHEDULING AND PREPARATION (1.6); CONTINUING REVIEW AND REVISE OF 1113/1114 PLEADINGS (0.8).
MATZ TJ	03/26/06	1.10	PARTICIPATING IN CONFERENCE CALL RE: 1113/1114 PROCESS, PLEADINGS STATUS, AND OUTSTANDING MATTERS (1.0); REVIEWING UAW STATEMENT IN SUPPORT OF ATTRITION PROGRAM (0.1).
MATZ TJ	03/27/06	6.90	WORKING ON 1113/1114 PLEADING OUTLINE (0.3); PARTICIPATING IN CONFERENCE CALL RE: 1113/1114 PLEADING MATTERS, STRATEGY (0.6); FOLLOW UP WORK RE: SAME, TIMING AND ADDITIONAL NOTICE PARTIES (0.6); FOLLOW UP WORK RE: VARIOUS EXHIBITS AND DECLARATIONS IN SUPPORT OF MOTION (0.8); WORKING ON PLEADING AND SERVICE ISSUES (1.3); CORRESPONDENCE WITH O'MELVENY RE: SAME (0.3); ANALYZE GM POTENTIAL CLAIMS (0.4); CONTINUED WORK ON 1113/1114 MATERIALS, PROCESS, SERVICE & HEARING MATTERS (2.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	03/28/06	10.10	WORKING ON 1113/1114 PLEADINGS AND PROCESS (1.2); TELECONFERENCES WITH CHAMBERS RE: CHANGING HEARING FROM MAY 8 TO MAY 12 (0.3); FOLLOW UP RE: SAME AND SUPPLEMENTAL ORDER (0.6); TELECONFERENCES WITH KCC RE: SERVICE MATTERS (0.3); FOLLOW UP WORK RE: SAME (0.2); WORK ON 1113/1114 PLEADINGS WITH O'MELVENY (1.3); FOLLOW UP RE: SERVICE MATTERS AND LOGISTICS (0.8); REVIEW AND COMMENT ON PLEADINGS (2.2); TELECONFERENCE WITH T. JERMAN, R. JANGER RE: 1113 DECLARATIONS AND EXHIBITS (0.8); FOLLOW UP WORK RE: BUTLER DECLARATION (0.3); REVIEW AND COMMENT ON GERSHBEIN, KIDD AND O'NEAL DECLARATIONS (2.1).
MATZ TJ	03/29/06	12.60	WORK WITH KCC AND PRINTERS ON PRODUCTION AND SERVICE MATTERS RE: 1113/1114 BRIEF (0.6); REVIEW AND REVISE MOTION, BUTLER, SHEEHAN, QUICK AND WEBER DECLARATIONS (6.5); REVIEW AND REVISE MEMORANDUM OF LAW (5.5).
MATZ TJ	03/30/06	10.90	MEETING WITH COMPANY RE: 1113/1114 PLEADINGS, PROCESS AND PRESS RELEASE (1.7); FINAL REVIEW AND REVISE FOR FILING AND DELIVERY OF THE 1113/1114 MOTION, MEMORANDUM OF LAW, DECLARATIONS OF KIDD, QUICK, GERSHBEIN, WEBER SHEEHAN AND WACHTER (9.2).
MATZ TJ	03/31/06	16.30	REVIEW, REVISE AND FINALIZE FOR FILING AND DELIVERY TO KCC AND PRINTERS THE GEDDIA, KIDD, QUICK, WEBER, WACHTER, SHEEHAN, BUTLER AND WILLIAMS DECLARATIONS; ADDITIONAL REVISIONS TO 1113/1114 MOTION AND PROPOSED ORDER (16.3).
		<b>82.50</b>	
<b>Total Counsel</b>		<b>82.50</b>	
FERN BM	03/26/06	0.40	REVIEW RIDERS TO 1113/1114 MOTION (0.4).
FERN BM	03/27/06	2.60	RESEARCH RE: DELPHI MARKET VALUE (1.2); REVISED 1113/1114 RIDER RE: FAIR AND EQUITABLE (1.4).
FERN BM	03/28/06	2.80	REVIEW 8-K RE: ATTRITION PROGRAM (0.3); RESEARCH RE: PRIORITY OF LEGACY CLAIMS (2.5).
FERN BM	03/29/06	0.90	REVIEW SHEEHAN DECLARATION (0.6); REVISE PORTIONS OF SHEEHAN DECLARATION TO REFLECT RECENT DEVELOPMENTS (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	03/31/06	4.10	FORMULATE STRATEGY RE: HEARING ON ATTRITION PLAN MOTION (0.9); REVIEW PRESS RELEASE RE: DELPHI'S LABOR TRANSFORMATION (0.3); REVIEW PLEADINGS RE: ATTRITION PLAN MOTION (0.7); REVIEW BOARD PRESENTATIONS, UCC PRESENTATIONS AND OTHER INTERNAL DOCUMENTS RE: ATTRITION PLAN (2.2).
		<b>10.80</b>	
HERRIOTT AV	03/07/06	1.20	BEGIN DRAFTING BOARD PRESENTATION RE: 1113 (1.2).
HERRIOTT AV	03/08/06	3.20	CONTINUE DRAFTING BOARD PRESENTATION RE: 1113 ACTIONS (2.9); CONDUCT PARTICULAR RESEARCH RE: 1113 (0.3).
HERRIOTT AV	03/09/06	0.90	REVISE BOARD PRESENTATION IN RESPONSE TO COMMENTS (0.9).
HERRIOTT AV	03/10/06	4.60	REVIEW AND REVISE BOARD PRESENTATION RE: 1113 MATTERS (2.6); RESEARCH FOR LANGUAGE IN 1113 DOCUMENTS RELATING TO CLAIMS (2.0).
HERRIOTT AV	03/22/06	0.30	ADDRESS ISSUE RE: ATTRITION PLAN (0.3).
HERRIOTT AV	03/27/06	0.20	BEGIN DRAFTING PROFFER FOR ATTRITION PROGRAM (0.2).
HERRIOTT AV	03/28/06	0.10	RESPOND TO INQUIRY RE: ATTRITION MOTION (0.1).
HERRIOTT AV	03/29/06	1.40	CONDUCT FACT CHECKING FOR ITEMS IN 1113 MEMO (0.4); BEGIN DRAFTING DECLARATIONS RE: HOURLY ATTRITION PROGRAMS (1.0).
HERRIOTT AV	03/30/06	10.10	PREPARE FOR APPALOOSA MEET AND CONFER RE: ATTRITION PROGRAMS MOTION (0.9); ATTEND "MEET AND CONFER" RE: APPALOOSA'S PRELIMINARY OBJECTION TO MOTION WITH T. LAURIA, G. KURTZ, H. BAER, B. ROSENBERG, N. BERGER (3.5); DEVELOP STRATEGY RE: SAME (0.5); DRAFT LETTER MEMORIALIZING MEET AND CONFER AND AGREEMENTS REACHED (3.1); CONTINUE DEVELOPING STRATEGY FOR AND DRAFTING DECLARATIONS PER AGREEMENT FROM MEET AND CONFER (1.4); BEGIN DOCUMENT REQUEST PRODUCTION (0.7).
HERRIOTT AV	03/31/06	4.90	DRAFT DEPOSITION NOTICE (0.4); CONTINUE DRAFTING BUTLER DECLARATION (0.3); BEGIN DRAFTING MEMO FOR AND GATHERING DOCUMENTS RELATED TO APPALOOSA DISCOVERY REQUEST (4.2).
		<b>26.90</b>	
KOHUT RD	03/01/06	4.30	SECTION 1113 MOTION LEGAL RESEARCH (2.3) AND SUMMARY DRAFTING (2.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

KOHUT RD	03/02/06	3.50	SECTION 1113 MOTION LEGAL RESEARCH (1.9) AND SUMMARY DRAFTING (1.6).
		<b>7.80</b>	
MEISLER RE	03/07/06	0.20	TELECONFERENCE WITH A. HILL RE: SECTION 1113 (0.2).
MEISLER RE	03/10/06	0.20	ATTENTION TO ATTRITION PLAN (0.2).
MEISLER RE	03/13/06	0.60	TELECONFERENCE WITH DELPHI AND INTERNAL SKADDEN TEAM RE: SPECIAL ATTRITION PLAN (0.6).
MEISLER RE	03/14/06	0.30	CONTINUE ATTENTION TO ATTRITION PLAN (0.3).
MEISLER RE	03/15/06	3.10	BEGIN REVIEWING AND REVISING SPECIAL ATTRITION PLAN MOTION (2.9); CONFERENCE WITH B. SHAW RE: SAME (0.2).
MEISLER RE	03/16/06	4.50	CONTINUE TO REVIEW AND REVISE ATTRITION PLAN PLEADINGS (4.5).
MEISLER RE	03/17/06	11.60	REVIEW AND ANALYZE UPDATED DRAFTS OF THE FRAMEWORK AGREEMENT RE: SAME (0.8); CONTINUE TO REVIEW AND REVISE MOTION AND ORDER RE: SAME (10.4); TELECONFERENCES WITH KCC RE: SERVICE OF SAME (0.2, 0.1, 0.1).
MEISLER RE	03/18/06	1.40	TELECONFERENCE WITH B. SAX RE: UPDATE ON ATTRITION PLAN (0.1); REVIEW AND ANALYZE UPDATED DRAFT OF FRAMEWORK AGREEMENT (1.3).
MEISLER RE	03/20/06	8.70	CONTINUE TO REVIEW AND REVISE MOTION AND ORDER RE: SAME (8.7).
MEISLER RE	03/21/06	13.90	TELECONFERENCES WITH B. SAX RE: ATTRITION PLAN (0.8) AND MOTION AND ORDER (0.7); FOLLOW UP ON COMMENTS RE: SAME (0.2); CONTINUE TO REVISE MOTION AND ORDER RE: SAME (11.1); CONFERENCE B. SAX AND F. KUPLICKI RE: SAME (0.4); TELECONFERENCES WITH B. SAX, F. KUPLICKI, GM AND UAW RE: ORDER (0.5, 0.2).
MEISLER RE	03/22/06	9.20	REVIEW FINAL FRAMEWORK AGREEMENT RE: ATTRITION PLAN (0.7); DRAFT VARIOUS CORRESPONDENCE TO B. ROSENBERG RE: SAME AND PRESS RELEASE (0.3); CONTINUE TO REVIEW AND REVISE AND FINALIZE MOTION AND ORDER RE: ATTRITION PLAN (7.8); DRAFT INTERNAL CORRESPONDENCE RE: SAME (0.4).
MEISLER RE	03/23/06	0.30	REVIEW OF SERVICE OF PROCESS RE: ATTRITION PLAN MOTION AND ORDER (0.3).
MEISLER RE	03/24/06	0.50	REVIEW ATTRITION PLAN MATTERS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	03/28/06	1.40	REVIEW AND ANALYZE CORRESPONDENCE FROM APPALOOSA RE: ATTRITION PLAN (0.6); BEGAN REVIEW OF COMMUNICATION MATERIALS (0.8).
MEISLER RE	03/29/06	0.20	CONTINUE TO ASSIST WITH APPALOOSA DOCUMENT REQUEST RE: ATTRITION PLAN (0.2).
MEISLER RE	03/30/06	0.30	ASSIST WITH INQUIRIES RE: 1113 MOTION (0.3).
MEISLER RE	03/31/06	2.40	CONTINUE TO ASSIST WITH INQUIRIES RE: 1113 MOTION (0.3); TELECONFERENCE WITH COUNSEL TO UAW RE: 1113 FILINGS (0.1); ATTENTION TO APPALOOSA DISCOVERY REQUEST RE: ATTRITION PLAN (1.7); TELECONFERENCE WITH J. SHEEHAN RE: DOCUMENT REQUEST RE: SAME (0.1); ANALYSIS OF POTENTIAL OBJECTIONS TO SAME (0.2).
		<b>58.80</b>	
REESE RG	03/12/06	0.70	REVIEW DOCUMENTS RELATED TO HUMAN CAPITAL ISSUES (0.7).
REESE RG	03/13/06	1.80	BEGIN REVIEWING DOCUMENTS AND DRAFTING PLEADINGS RE: HUMAN CAPITAL ISSUE (1.8).
REESE RG	03/14/06	7.20	CONTINUE DRAFTING PLEADINGS RE: HUMAN CAPITAL ISSUES (7.2).
REESE RG	03/15/06	6.70	CONTINUE DRAFTING/REVISING PLEADINGS RE: HUMAN CAPITAL ISSUES (6.1); TELECONFERENCE RE: SAME (0.6).
REESE RG	03/16/06	11.10	CONTINUE DRAFTING/REVISING PLEADINGS RE: HUMAN CAPITAL ISSUES (10.6); RESPOND TO COMMUNICATIONS ISSUES RE: SAME (0.5).
REESE RG	03/17/06	11.40	CONTINUE REVISION OF PLEADINGS AND REVIEW AND RESPONSE TO ISSUES RE: HUMAN CAPITAL ISSUE (11.4).
REESE RG	03/18/06	2.70	RESPOND TO ISSUES RE: PLEADINGS RE: HUMAN CAPITAL ISSUES (2.7).
REESE RG	03/20/06	9.10	CONTINUE REVISION OF PLEADINGS AND REVIEW AND RESPONSE TO ISSUES RE: HUMAN CAPITAL ISSUE (9.1).
REESE RG	03/21/06	10.70	CONTINUE REVISION OF PLEADINGS AND REVIEW AND RESPONSE TO ISSUES RE: HUMAN CAPITAL ISSUE (7.8); TELECONFERENCES RE: SAME (2.9).
REESE RG	03/22/06	6.40	FINALIZE PLEADINGS AND REVIEW AND RESPONSE TO ISSUES RE: HUMAN CAPITAL ISSUE (4.7); VARIOUS COMMUNICATIONS RE: SAME (0.8); COORDINATION RE: FILING AND SERVICE ISSUES (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	03/23/06	0.40	RESPOND TO DISCLOSURE ISSUES RE: MOTION RE: ATTRITION PLANS (0.4) .
REESE RG	03/25/06	0.40	REVIEW PLEADINGS FILED BY UAW RE: ATTRITION PLAN MOTION (0.4) .
REESE RG	03/30/06	1.90	REVIEW OF PLEADINGS RE: ATTRITION PROGRAM MOTION (0.6); REVIEW OF ISSUES RE: DISCOVERY RE: SAME (1.3) .
REESE RG	03/31/06	5.30	REVIEW DOCUMENTS RE: DISCOVERY FOR ATTRITION MOTION OBJECTION (1.9); TELECONFERENCES RE: SAME (0.6); BEGIN DRAFTING DOCUMENTS RE: RESPONSE TO OBJECTIONS RE: ATTRITION PLAN MOTION (2.8) .
		<b>75.80</b>	
STUART NL	03/17/06	3.60	REVIEW AND REVISE ATTRITION PLAN PLEADINGS AND AGREEMENT (3.6) .
STUART NL	03/23/06	1.70	REVIEW AND COMMENT ON 1113 PAPERS (1.7) .
STUART NL	03/26/06	1.60	REVIEW MOTION AND MEMORANDUM (1.6) .
STUART NL	03/27/06	3.90	REVIEW AND COMMENT ON 1113 PAPERS (3.9) .
STUART NL	03/28/06	4.60	REVIEW AND COMMENT ON 1113 PAPERS (4.6) .
		<b>15.40</b>	
TOUSSI S	03/24/06	5.30	REVIEW 1113/1114 MOTION, BRIEF AND DECLARATIONS (4.5); TEAM MEETING TO DISCUSS STATUS OF SAME (0.8) .
TOUSSI S	03/26/06	2.50	REVIEW 1113/1114 MOTIONS AND DECLARATIONS (2.5) .
TOUSSI S	03/27/06	3.50	CONTINUE REVIEWING 1113/1114 MOTIONS AND DECLARATIONS RE: SAME (3.5) .
TOUSSI S	03/28/06	3.20	REVIEW MATERIALS RE: 1113/1114 IN CONNECTION WITH MOTION TO REJECT COLLECTIVE BARGAINING AGREEMENTS (2.5); FOLLOWUP ISSUES RE: SAME (0.7) .
		<b>14.50</b>	
WILSON LD	03/01/06	6.80	REVIEW UAL SURVEY IN CONNECTION WITH BUTLER REQUEST (1.0); REVIEW 1113 PRECEDENTS (3.2); COORDINATE UPDATE OF CHART ON SAME (0.3); REVIEW EXPERT REPORTS FILED IN AUTO 1113 CASES (1.0); UPDATE 1113 SURVEY (0.4); REVIEW NEWS CLIPS FOR POTENTIAL 1113 ISSUES (0.4); MAKE ARRANGEMENTS FOR 1113 LABOR COUNSEL PRO HAC (0.5) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WILSON LD	03/02/06	7.00	PREPARE FOR MEETING (2.1); PARTICIPATE ON MEETING TO DISCUSS 1113 PAPERS WITH OMM (3.1); CONFER ON POST-MEETING ISSUES (0.4); CONTACT CLIENT ON ACCOUNTING ISSUE (0.3); REVIEW REVISED CHART AND PRECEDENTS PULLED (1.1).
WILSON LD	03/03/06	2.80	REVIEW MATERIALS RELATED TO AIRLINE 1113 FILINGS PER BUTLER REQUEST (2.8).
WILSON LD	03/06/06	1.30	RESEARCH STATUS OF TOWER SETTLEMENT AND 1113 ISSUES (1.0); REVIEW FILINGS IN SAME (0.3).
WILSON LD	03/07/06	1.20	CONFER ON REVISION OF DRAFT 1113 PAPERS (0.4); REVIEW FILES AND PRECEDENTS FOR SUMMARY ON 1113 FOR BOARD CALL (0.8).
WILSON LD	03/08/06	6.60	REVIEW MATERIALS FOR 1113 PRESENTATION (1.4); REVIEW AND COMMENT ON 1113 SLIDES (0.3); PULL ASSORTED 1113 ORDERS AND REVIEW SAME (2.8); CREATE CHART SUMMARIZING SAME (1.9).
WILSON LD	03/09/06	4.10	RESEARCH ADDITIONAL ORDERS AND FILINGS (2.8); REVISE CHART (0.8); REVIEW NEWS CLIPS FOR 1113 AND LABOR ISSUES (0.5).
WILSON LD	03/10/06	5.20	REVIEW MATERIALS IN PREPARATION FOR STRATEGY CALL (0.9); PARTICIPATE ON WEEKLY STRATEGY CALL (1.2); RESEARCH POTENTIAL CLAIMS PRIORITY ISSUE (1.3); CIRCULATE UPDATED SURVEY MEMO (0.2); REVIEW AND CIRCULATE EMPLOYEE MATTER AGREEMENTS (0.6); REVIEW PRECEDENT REQUESTED BY MEISLER (0.4) CIRCULATE REVISED BRIEF AND COORDINATE CALL FOR SAME (0.2); GENERAL REVIEW OF REVISED BRIEF (0.4).
WILSON LD	03/12/06	5.30	REVIEW REVISED BRIEF (2.8); PARTICIPATE ON CONFERENCE CALL TO DISCUSS MOTION AND STRATEGY (1.5); REVIEW CLIPS SERVICE FOR POTENTIAL LABOR ISSUES (0.5); REVIEW AND CIRCULATE GM EMPLOYEE AGREEMENTS (0.5).
WILSON LD	03/13/06	2.40	REVIEW AND COMMENT ON EMPLOYEE MATTERS SUMMARY (1.4); REVIEW ATTRITION RELATED DOCUMENTS (0.5); REVIEW UPDATES TO CASE BINDER (0.5).
WILSON LD	03/20/06	3.90	REVIEW AND COMMENT ON DRAFT 1113 PAPERS (1.9); COORDINATE ON PRO HAC ISSUES WITH OMM AND SERVICE OF SAME (0.6); REVIEW AND CIRCULATE 1113 BRIEF (1.4).



**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WILSON LD	03/21/06	3.70	REVIEW DRAFT MOTION ON ATTRITION PLAN (0.8); REVIEW DRAFT BRIEF AND DECLARATIONS IN PREPARATION FOR VIDEO CONFERENCE (2.9).
WILSON LD	03/23/06	2.40	REVIEW LATEST DRAFT OF 1113 PAPERS (1.6); PREPARE FOR CONFERENCE TO DISCUSS REVISIONS TO 1113 PAPERS (0.8).
WILSON LD	03/24/06	3.90	PARTICIPATE ON WEEKLY STRATEGY CALL (1.4); REVIEW AND CONSOLIDATE COMMENTS ON 1113 DRAFT PAPERS (1.8); CONFER ON COMMENTS AND TIMING OF REVISED PAPERS (0.2); PARTICIPATE ON CALL TO DISCUSS REVISED DRAFTING PLAN ON 1113 PAPERS (0.5).
WILSON LD	03/26/06	1.00	TELECONFERENCE TO DISCUSS STRATEGY FOR 1113 FILING AND RELATED ISSUES (1.0).
WILSON LD	03/27/06	4.80	PARTICIPATE ON LABOR STRATEGY CALL WITH CLIENT (1.3); CONFER T. MATZ AND J. FURFARO ON 1113 ISSUES (0.3); REVIEW ACTUARY MATERIALS (1.0); REVIEW LATEST DRAFT DECLARATION MATERIALS (1.4); GATHER AND REVIEW MATERIALS FOR CIRCULATION (0.8).
WILSON LD	03/28/06	9.30	COORDINATE PREPARATION OF 1113 PAPERS WITH OMM (1.4); REVIEW DRAFT DECLARATIONS (1.9); COORDINATE PREPARATION OF EXHIBITS (0.8); REVIEW EXPERT DECLARATIONS (0.5); REVIEW DECLARATIONS AND PREPARE MASTER MARK-UP (4.7).
WILSON LD	03/29/06	11.70	PARTICIPATE IN PREPARATION OF 1113 FILINGS AND ITEMS RELATED THERETO (11.7).
WILSON LD	03/30/06	14.40	PREPARE 1113 MATERIALS FOR FILING (14.4).
WILSON LD	03/31/06	10.80	PREPARE 1113 PAPERS FOR FILING (10.0); SUPERVISE FILING OF SAME (0.8).
		<b>108.60</b>	
ZALTZMAN H	03/17/06	5.40	WORK ON HUMAN CAPITAL ATTRITION PROGRAMS PLEADINGS FOR FILING (5.2); DRAFT NOTICE TO ATTRITION MOTION (0.2).
		<b>5.40</b>	
<b>Total Associate</b>		<b>324.00</b>	
DONNELLY NP	03/02/06	2.00	ASSEMBLE FOR ATTORNEY REVIEW THE SUMMARY CHART OF DECLARATIONS IN SECTION 1113/1114 PROCEEDINGS (2.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DONNELLY NP	03/27/06	5.20	PREPARE DISTRIBUTION OF DRAFT PLEADINGS (5.2).
DONNELLY NP	03/28/06	5.80	PREPARE EXHIBITS (5.8).
DONNELLY NP	03/29/06	6.50	PREPARE EXHIBITS (6.5).
DONNELLY NP	03/30/06	4.90	PREPARE EXHIBITS (4.9).
DONNELLY NP	03/31/06	12.50	PREPARE EXHIBITS (12.5).

**36.90**

NOWICKI JA	03/22/06	1.10	ATTENTION TO 03/22/2006 DOCUMENT DISTRIBUTION (1.1).
		1.10	

SALAZAR AG	03/01/06	0.40	UPDATE TEAM ON STATUS OF 1113 PRECEDENT (0.4).
SALAZAR AG	03/24/06	1.60	REVIEW AFFIDAVIT OF SERVICE FOR ATTRITION MOTION (0.7); DRAFT AFFIDAVIT OF SERVICE FOR ATTRITION MOTION AND DISTRIBUTE FOR COMMENTS (0.9).
SALAZAR AG	03/30/06	13.80	DRAFT NOTICE FOR 1113 (1.4); COORDINATE TERMS OF SERVICE WITH KCC (4.5); PARTICIPATE IN STRATEGY MEETING FOR FILING (1.5); COMPILE DOCUMENT SETS FOR REVIEW BEFORE PRODUCTION (4.0); ORGANIZE PLEADINGS FOR FILING (2.4).
SALAZAR AG	03/31/06	1.00	RESPOND TO REQUEST FOR CD-ROM OF PLEADINGS (1.0).

**16.80**

YOELI ME	03/01/06	3.70	ASSEMBLE FOR ATTORNEY REVIEW THE RESEARCH RE: 1113 FILINGS (0.4); ASSEMBLE FOR ATTORNEY REVIEW THE SUMMARY CHART OF RESEARCH RE: CONTENT OF SECTION 1113 SUPPORTING DECLARATIONS (3.3).
YOELI ME	03/02/06	2.80	ASSEMBLE FOR ATTORNEY REVIEW THE SUMMARY CHART OF RESEARCH RE: DECLARATIONS FILED IN SECTION 1113/1114 PROCEEDINGS (2.8).
YOELI ME	03/06/06	0.30	RESEARCH RE: BANKRUPTCY NEGOTIATIONS PRECEDENT (0.3).
YOELI ME	03/09/06	1.90	ASSEMBLE FOR ATTORNEY REVIEW THE CHART AND RESEARCH RE: 1113 ORDER LANGUAGE (1.9).
YOELI ME	03/13/06	1.40	ASSEMBLE FOR ATTORNEY REVIEW THE SECTION 1113/1114 RESEARCH (1.4).
YOELI ME	03/17/06	1.70	PREPARE DISTRIBUTION OF DRAFT PLEADINGS (1.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

YOELI ME	03/27/06	7.30	PREPARE DISTRIBUTION OF DRAFT PLEADINGS (7.3).
YOELI ME	03/28/06	12.60	PREPARE FILING: PREPARE AND UPDATE MOTION, MEMORANDUM OF LAW AND EXHIBITS, ASSEMBLE AND INDEX DOCUMENTS REQUESTED BY ATTORNEYS, OPERATE CASE ROOM (12.6).
YOELI ME	03/29/06	17.90	PREPARE FILING: ASSEMBLE AND PROOF EXHIBITS, MODIFY DECLARATIONS, MOTION AND MEMORANDUM OF LAW, PREPARE SUPPORTING TABLES AND DOCUMENTS, CONDUCT CASE ROOM OPERATIONS (17.9).
YOELI ME	03/30/06	13.40	PREPARE FILING: ASSEMBLE AND PROOF EXHIBITS, MODIFY DECLARATIONS, MOTION AND MEMORANDUM OF LAW, PREPARE SUPPORTING TABLES AND DOCUMENTS, CONDUCT CASE ROOM OPERATIONS (13.4).
YOELI ME	03/31/06	12.60	PREPARE FILING: ASSEMBLE AND PROOFREAD DECLARATIONS, EXHIBITS, MOTION AND MEMORANDUM OF LAW, INCLUDING SUPPORTING TABLES AND DOCUMENTS, CONDUCT CASE ROOM OPERATIONS, SORT AND REFILE DOCUMENTS INTO O'MELVENY AND SKADDEN INVIOLEATE SETS AT CONCLUSION OF FILING (12.6).
		<b>75.60</b>	
ZSOLDOS AF	03/01/06	0.80	SECTION 1113 PRECEDENT RESEARCH (0.8).
ZSOLDOS AF	03/02/06	1.80	SECTION 1113 PRECEDENT RESEARCH (1.8).
ZSOLDOS AF	03/08/06	1.60	CHECK PROVISIONS OF SECTION 1113 ORDERS IN VARIOUS CASES (1.6).
ZSOLDOS AF	03/09/06	1.00	RESEARCH ON 1113 PLEADINGS IN VARIOUS CASES (1.0).
ZSOLDOS AF	03/13/06	1.40	UPDATE LABOR BINDERS WITH MISSING ORDERS AND OTHER PLEADINGS (1.4).
ZSOLDOS AF	03/28/06	5.00	MEETING WITH OMM PROFESSIONALS AND ORGANIZE DOCUMENTS (0.8); PREPARE FOR 1113 AND 1114 FILINGS (0.9); ASSIST WITH DOCUMENT PRODUCTION AND DISTRIBUTION (0.3); CHECK PLEADINGS AGAINST ORIGINAL COLLECTIVE BARGAINING AGREEMENTS FOR CONSISTENCY (3.3).
ZSOLDOS AF	03/29/06	13.80	PREPARE FOR FILING OF 1113 AND 1114 DOCUMENTS (1.4); RUN CHANGES IN DOCUMENTS (5.7); CONTINUE TO CHECK PLEADINGS AGAINST COLLECTIVE BARGAINING AGREEMENTS FOR CONSISTENCY (6.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	03/30/06	14.70	PREPARE FOR FILING OF 1113 AND 1114 DOCUMENTS (6.3), FINALIZE DECLARATIONS (2.2); MAINTAIN RECORDS OF DOCUMENTS DONE, DOCUMENTS NEEDED TO BE COMPLETED (3.8); ORGANIZE SECTIONS 1113/1114 FILES (2.4).
ZSOLDOS AF	03/31/06	11.80	PREPARE FOR FILING INCLUDING MAKING CHANGES IN DOCUMENTS (2.5); COORDINATE SERVICE (9.3).
		51.90	
Total Legal Assistant		182.30	
TOTAL TIME		<u>821.80</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Employee Matters (Labor Unions)**

**Bill Date: 04/30/06  
Bill Number: 1108601**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	03/06/06	Furfaro JP	1,113.48
Air/Rail Travel - vendor feed	03/20/06	Meisler RE	163.78
Air/Rail Travel - vendor feed	03/21/06	Meisler RE	120.29
Air/Rail Travel - vendor feed	03/27/06	Meisler RE	118.79
Air/Rail Travel - vendor feed	03/28/06	Meisler RE	1,117.66
<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>			<b>\$2,634.00</b>
In-house Reproduction	03/03/06	Copy Center, D	151.01
In-house Reproduction	03/07/06	Copy Center, D	673.75
In-house Reproduction	03/10/06	Copy Center, D	17.20
In-house Reproduction	03/14/06	Copy Center, D	0.60
In-house Reproduction	03/14/06	Copy Center, D	168.11
In-house Reproduction	03/17/06	Copy Center, D	0.80
In-house Reproduction	03/21/06	Copy Center, D	148.11
In-house Reproduction	03/28/06	Copy Center, D	350.63
In-house Reproduction	03/31/06	Copy Center, D	1,159.79
<b>TOTAL IN-HOUSE REPRODUCTION</b>			<b>\$2,670.00</b>
Telephone Expense	03/31/06	Telecommunications, D	9.30
Telephone Expense	03/31/06	Telecommunications, D	10.42
Telephone Expense	03/31/06	Telecommunications, D	0.26
Telephone Expense	03/31/06	Telecommunications, D	0.02
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$20.00</b>
Lexis/Nexis	03/06/06	Yoeli ME	368.83
Lexis/Nexis	03/28/06	Fern BM	167.17
<b>TOTAL LEXIS/NEXIS</b>			<b>\$536.00</b>
Westlaw	03/09/06	Wilson LD	308.94
Westlaw	03/10/06	Wilson LD	313.94

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Westlaw	03/28/06	Fern BM	32.12
		<b>TOTAL WESTLAW</b>	<b>\$655.00</b>
Reproduction - color	03/05/06	Copy Center, D	36.00
Reproduction - color	03/07/06	Copy Center, D	36.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$72.00</b>
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	23.07
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	30.81
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	11.96
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	16.00
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	3.96
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	8.86
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	15.09
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	6.26
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	37.10
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	2.38
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	3.89
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	6.93
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	9.93
Vendor Hosted Teleconferencing	03/31/06	Teleconferencing Services, LLC	13.76
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$190.00</b>
Out-of-Town Travel	03/06/06	Furfaro JP	65.66
Out-of-Town Travel	03/06/06	Furfaro JP	20.50
Out-of-Town Travel	03/06/06	Furfaro JP	5.83
Out-of-Town Travel	03/16/06	Meisler RE	224.86

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	03/16/06	Meisler RE	177.07
Out-of-Town Travel	03/16/06	Meisler RE	30.00
Out-of-Town Travel	03/16/06	Meisler RE	10.22
Out-of-Town Travel	03/20/06	Meisler RE	85.00
Out-of-Town Travel	03/21/06	Meisler RE	6.69
Out-of-Town Travel	03/21/06	Meisler RE	76.99
Out-of-Town Travel	03/21/06	Meisler RE	359.41
Out-of-Town Travel	03/30/06	Herriott AV	365.16
Out-of-Town Travel	03/30/06	Herriott AV	451.34
Out-of-Town Travel	03/31/06	Herriott AV	35.00
Out-of-Town Travel	03/31/06	Springer DE	988.27
Out-of-Town Travel	03/31/06	Springer DE	80.00
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$2,982.00</b>
Messengers/ Courier	03/17/06	Dist Serv/Mail/Page, D	24.80
Messengers/ Courier	03/17/06	Dist Serv/Mail/Page, D	24.82
Messengers/ Courier	03/17/06	Dist Serv/Mail/Page, D	24.82
Messengers/ Courier	03/27/06	Dist Serv/Mail/Page, D	23.75
Messengers/ Courier	03/27/06	Dist Serv/Mail/Page, D	10.52
Messengers/ Courier	03/27/06	Dist Serv/Mail/Page, D	10.52
Messengers/ Courier	03/29/06	Dist Serv/Mail/Page, D	71.63
Messengers/ Courier	03/31/06	Dist Serv/Mail/Page, D	21.56
Messengers/ Courier	03/31/06	Dist Serv/Mail/Page, D	30.58
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$243.00</b>
Out-of-Town Meals	03/16/06	Meisler RE	26.96
Out-of-Town Meals	03/16/06	Meisler RE	14.97
Out-of-Town Meals	03/16/06	Meisler RE	3.50
Out-of-Town Meals	03/16/06	Meisler RE	8.85
Out-of-Town Meals	03/16/06	Meisler RE	5.60
Out-of-Town Meals	03/20/06	Meisler RE	45.01
Out-of-Town Meals	03/20/06	Meisler RE	4.28
Out-of-Town Meals	03/20/06	Meisler RE	5.57
Out-of-Town Meals	03/21/06	Meisler RE	45.01
Out-of-Town Meals	03/21/06	Meisler RE	21.27